SECOND AMENDMENT TO MASTER DEED OF THE RETREAT AT RIVERLAND HORIZONTAL PROPERTY REGIME

This Second Amendment to Master Deed of The Retreat at Riverland Horizontal Property Regime is made as of this 7th day of November, 2003, by Riverland II, LLC, a South Carolina limited liability company ("Declarant").

RECITALS

WHEREAS, Declarant heretofore executed the Master Deed of The Retreat at Riverland Horizontal Property Regime on January 27, 2003, the original of which was duly recorded in the Office of the Register of Deeds for Charleston County on January 27, 2003 in Book K-434, at Page 18, which was amended by the Declarant by an Amendment to Master Deed of The Retreat at Riverland Horizontal Property Regime dated February 11, 2003 which was duly recorded in the Office of the Register of Deeds for Charleston County on February 12, 2003 in Book O-436, at Page 393 (collectively, the "Master Deed"); and

WHEREAS, pursuant to Section 7.1, the Declarant has the option to expand the Regime by the dedication of one or more additional phases within seven (7) years following the recordation of the Master Deed;

WHEREAS, the Declarant wishes to amend the Master Deed to make Additional Property subject to the terms of the Master Deed; and

WHEREAS, pursuant to Section 23.3 of the Master Deed, Riverland II, LLC as the Declarant may unilaterally amend the Master Deed.

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS that, the Declarant, pursuant to the authority set forth in Article 23 the Master Deed, does hereby unilaterally amend the Master Deed as follows:

- 1. All capitalized terms used this in Second Amendment shall have the same meaning ascribed to them in the Master Deed, unless the context shall clearly suggest or imply otherwise.
- 2. The term Property as defined in Exhibit A to the Master Deed is hereby supplemented to include the Property described on Exhibit A attached hereto.
- 3. The term Additional Property as defined in Exhibit A-1 to the Master Deed is hereby deleted and replaced by the description of Additional Property as stated in Exhibit A-1 attached hereto
- 4. Exhibit B and Exhibit B-1 to the Master Deed are hereby supplemented to include the As Built Survey for Phase II and Parking Plan for Phase II attached hereto as Exhibits B and B-1.

- 5. Exhibit C to the Master Deed is hereby supplemented to include the Elevations, Floor Plans and Dwelling Unit Certification for Phase II attached hereto as Exhibits C.
- 6. Exhibit D to the Master Deed is hereby deleted and replaced with the Schedule of Unit Value and Percentage Interest as stated in Exhibit D attached hereto.
- 7. Except as specifically provided herein, the provisions of the Master Deed shall remain in full force and effect. To the extent that one or more provisions of this Second Amendment appear to be in conflict with the provisions of the Master Deed, the provisions of this Second Amendment shall control. In addition, the Declarant reserves the right to make additional modification, amendments and supplements to the Master Deed as provided therein.

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IN WITNESS WHEREOF, the undersigned has affixed its Hands and Seals as of the date first above written.

WITNESSES:	DECLARANT:
Last a Carley May As	RIVERLAND II, LLC, a South Carolina Limited Liability Company
John La Cel	By: C. Ray Wrenn, Manager
STATE OF SOUTH CAROLINA) COUNTY OF CHARLESTON)	ACKNOWLEDGMENT
I, LLC, by C. Ray Wrenn, its Manager, pers the due execution of the foregoing instrume	(Notary Public), hereby certify that Retreat sonally appeared before me this day and acknowledged ent.
Witness my hand and seal this 10	day of November, 2003.
	Notary Public for South Carolina My Commission Expires: 10-26-2008

EXHIBIT A

Legal Description

Phase II

All that price, parcel or tract of land identified as "Phase II 226456 Sq. Ft., 5.02 Acres" as shown on a plat entitled "Phase 2, 5.20 Acres 226456 SQ. FT., The Retreat at Riverland Woods Phase II, Riverland II, LLC" prepared by David L. Gray, PLS 12839 of GPA Professional Land Surveyors dated October 15, 2003 and attached to this Master Deed.

EXHIBIT A-1

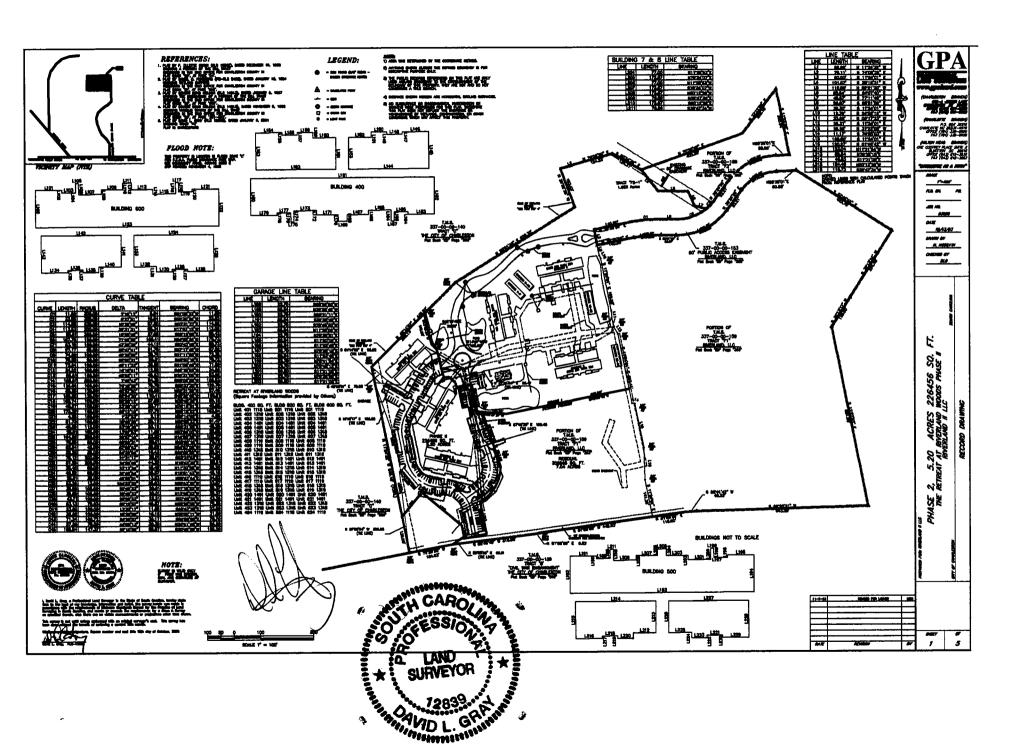
Legal Description -Additional Property

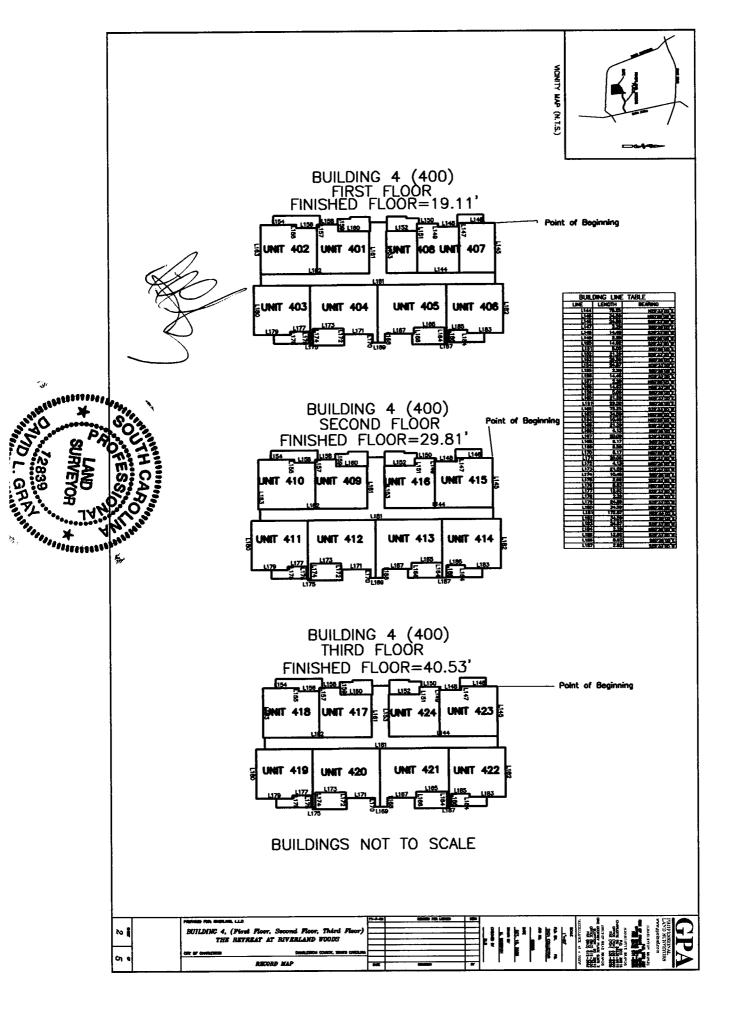
Residual

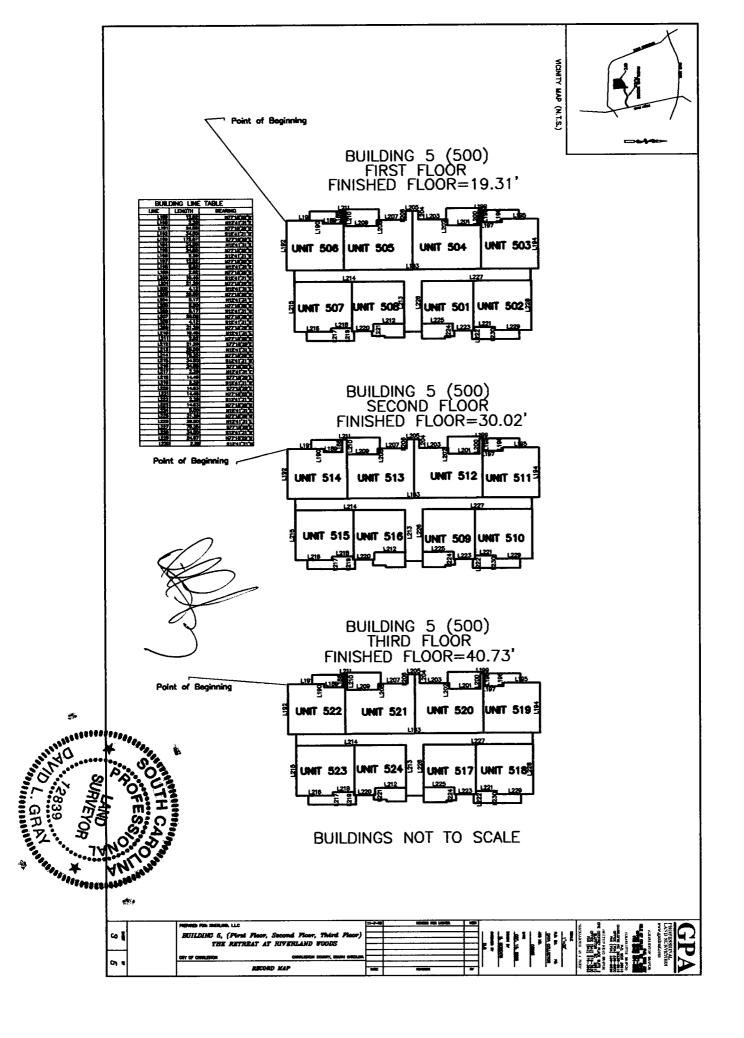
All that price, parcel or tract of land identified as "Residual 306865 Sq. Ft., 7.04 Acres" as shown on a plat entitled "Phase 2, 5.20 Acres 226456 SQ. FT., The Retreat at Riverland Woods Phase II, Riverland II, LLC" prepared by David L. Gray, PLS 12839 of GPA Professional Land Surveyors dated October 15, 2003 and attached to this Master Deed.

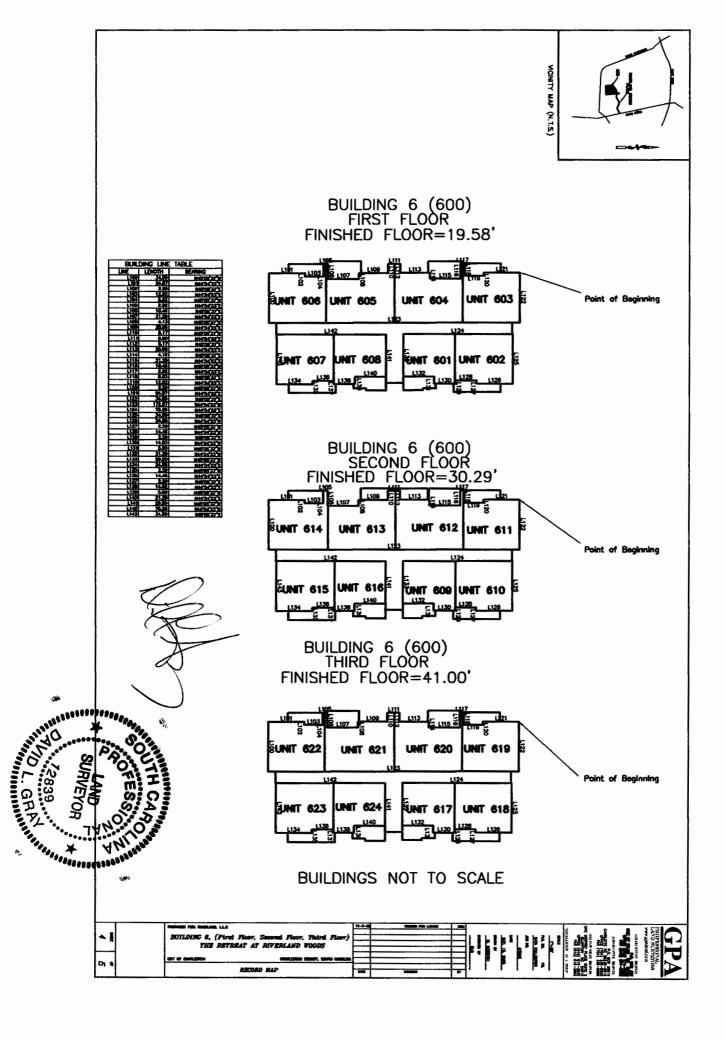
Exhibit B

As-Built Survey (Plat of Improvements on Phase II)









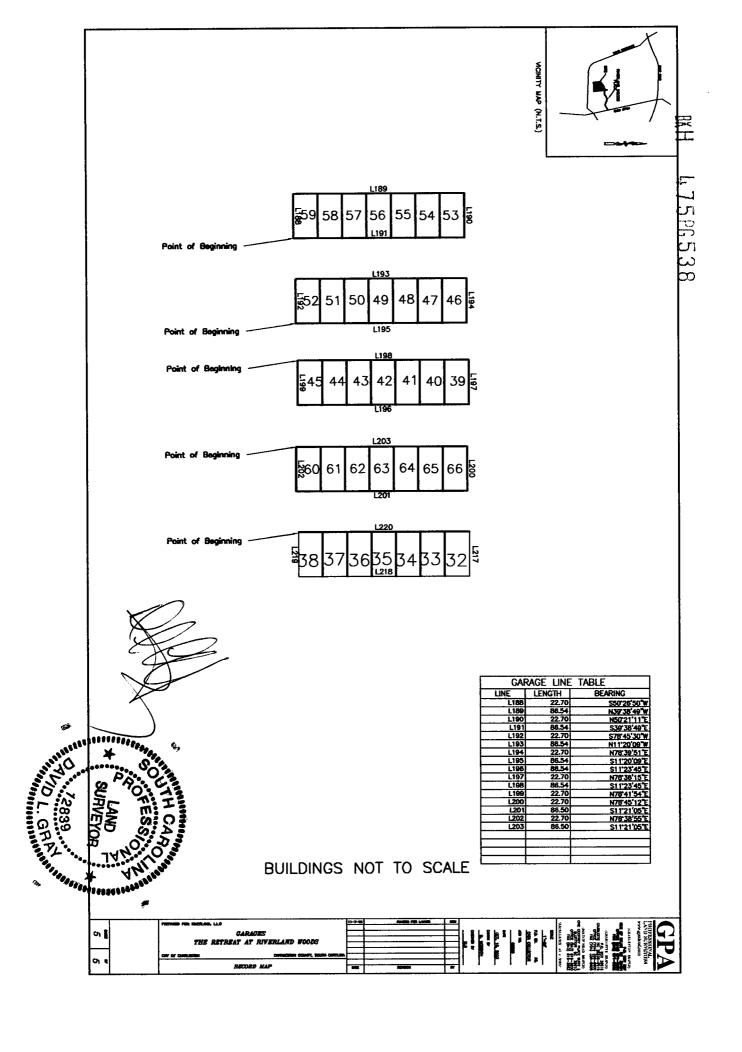


Exhibit B-1

Initial Parking Plan – Phase II

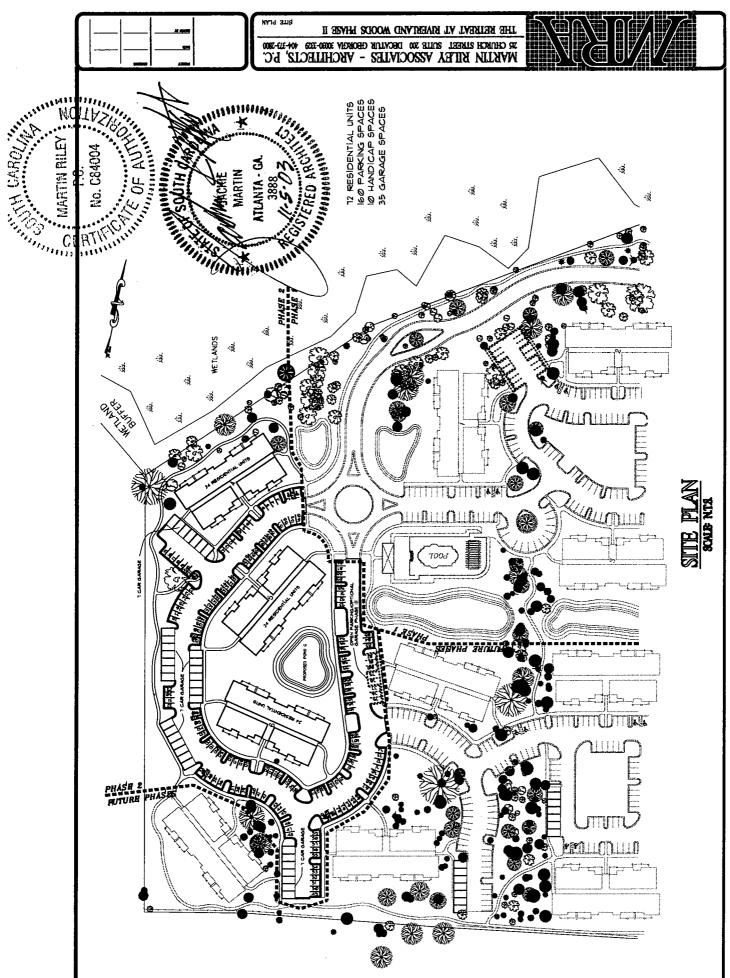


EXHIBIT C

Elevations, Floor Plans, Dwelling Unit Certification

The Retreat at Riverland Woods Phase II

James Island, South Carolina

MASTER PLAN

Buildings: Each building is a three story section. There are three buildings located in Phase II of this project. All three of these buildings contain 24 condominium units. Six units are designated 2 bedroom/2 bathroom type 'A' St. Martin, twelve units are designated 3 bedroom/2 bathroom type 'B' St. Croix, and six units are designated 2 bedroom/2 bathroom with study type 'C' St. Thomas. The basic construction of these building's are wood frame, dry wall interiors, fiber cement siding, brick veneer with architectural fiberglass shingles. Building elevations and plans are depicted on the following pages of this exhibit. The buildings provide single metered central and common water supply. Each apartment has a separately metered heating and cooling system and power supply.

Apartments: The 24 apartments are individually numbered and described above. The location of all units are depicted on the Building Floor Plans on the scheduled sheets of this exhibit. Each individual unit has also been depicted with dimensions and labeling of each room. All common spaces have been depicted on the Building Floor Plans and all limited common elements have been depicted on the Individual Unit Plans of this exhibit. Square footages are approximate and room dimensions are from paint to paint. Overall building square footage has included common spaces.

The patios and screened porches noted on the general description and as shown on the unit Floor Plans and Building Plans are designated limited common elements and are limited to the use of the condominium to which they are noted and shown as appurtenant. The ground floor patios and screened porches are designated by their respective paved surface area and they may not be enlarged.

Parking for condominiums: There are 169 standard parking spaces as numbered on the site plan. There are a total of 10 garage spaces with 30 carport spaces. The are a total number of 209 spaces. There are 8 spaces designated as handicapped.

UNIT SCHEDULE

BLDG 400

UNIT#	GENERAL DESCRIPTION	SQ. FT.
401	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
402	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
403	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
404	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
405	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
406	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
407	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
408	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
409	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
410	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
411	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
412	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.

II

UNIT SCHEDULE

<u>BLDG</u> <u>400</u>

UNIT#	GENERAL DESCRIPTION	
413	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
414	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
415	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
416	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
417	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
418	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
419	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
420	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
421	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
422	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
423	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
424	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.

BLDG 500 UNIT SCHEDULE

UNIT#	GENERAL DESCRIPTION	SQ. FT.
501	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
502	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
503	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
504	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
505	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
506	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
507	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
508	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
509	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
510	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
511	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
512	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.

II

UNIT SCHEDULE

BLDG 500

UNIT#	GENERAL DESCRIPTION	SQ. FT.
513	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
514	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
515	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
516	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
517	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
518	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
519	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
520	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
521	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
522	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
523	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
524	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.

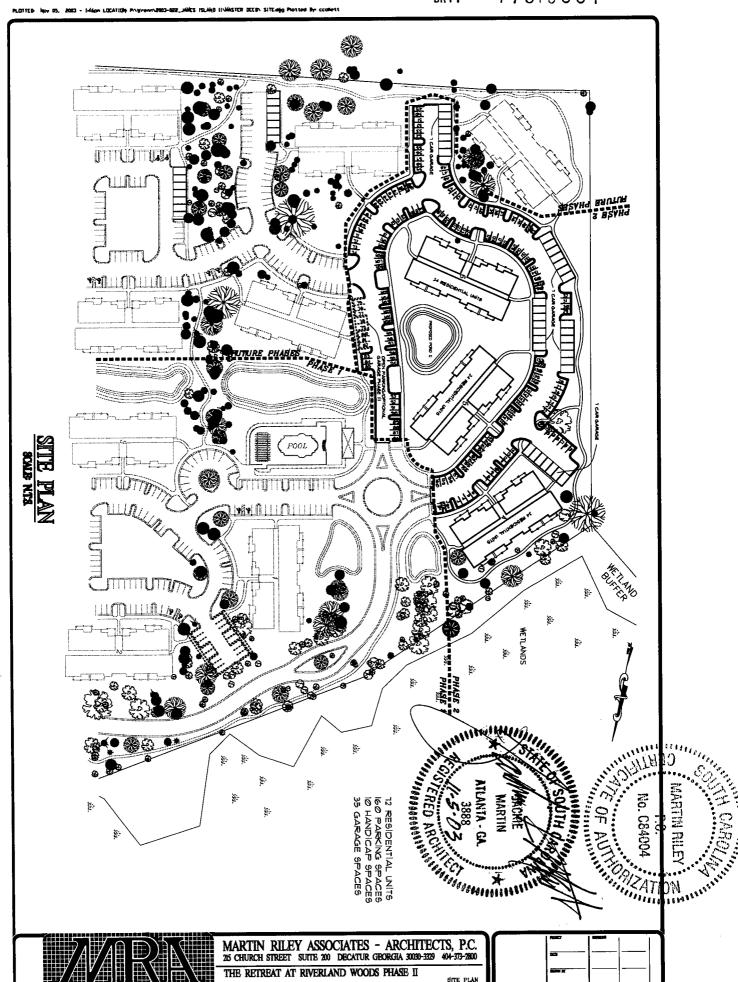
BLDG 600 UNIT SCHEDULE

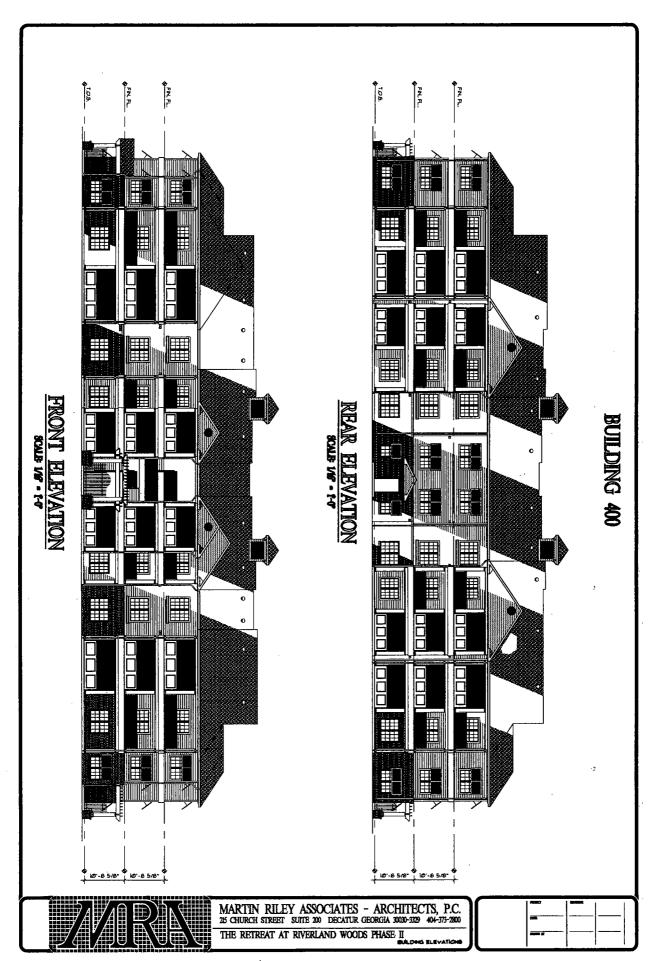
<u>UNIT #</u>	GENERAL DESCRIPTION	SQ. FT.
601	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
602	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
603	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
604	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
605	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
606	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 Ş.F.
607	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
608	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
609	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
610	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
611	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
612	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.

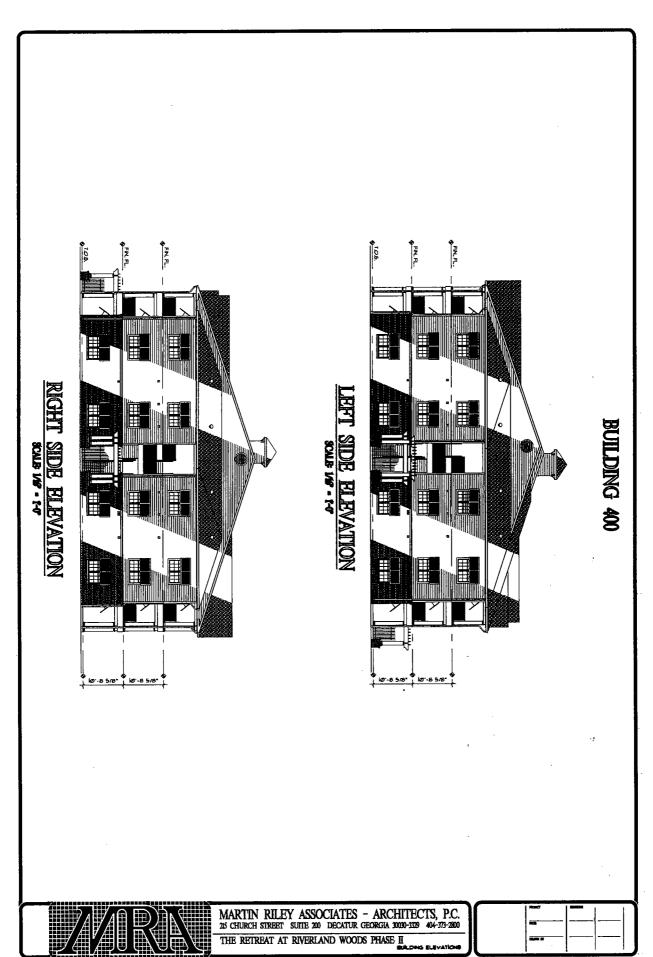
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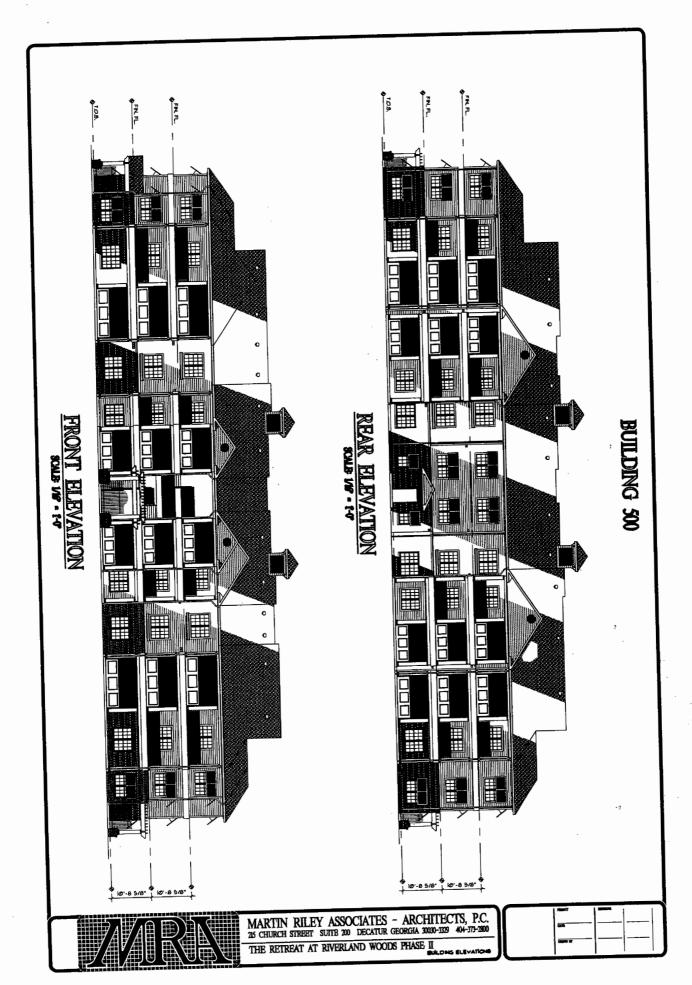
BLDG 600

UNIT #	GENERAL DESCRIPTION	SQ. FT.
613	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
614	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
615	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
616	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
617	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.
618	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
619	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
620	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
621	TWO BEDROOM, TWO BATHROOM, OPTIONAL STUDY, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1440 S.F.
622	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
623	THREE BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1290 S.F.
624	TWO BEDROOM, TWO BATHROOM, LIVING/DINING ROOM, KITCHEN, OPEN PATIO, SCREENED PORCH	1058 S.F.

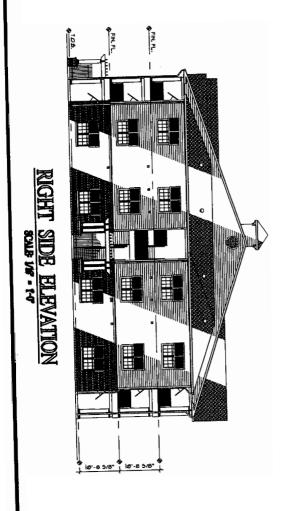


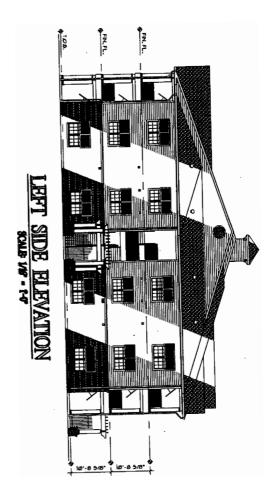






BUILDING 500

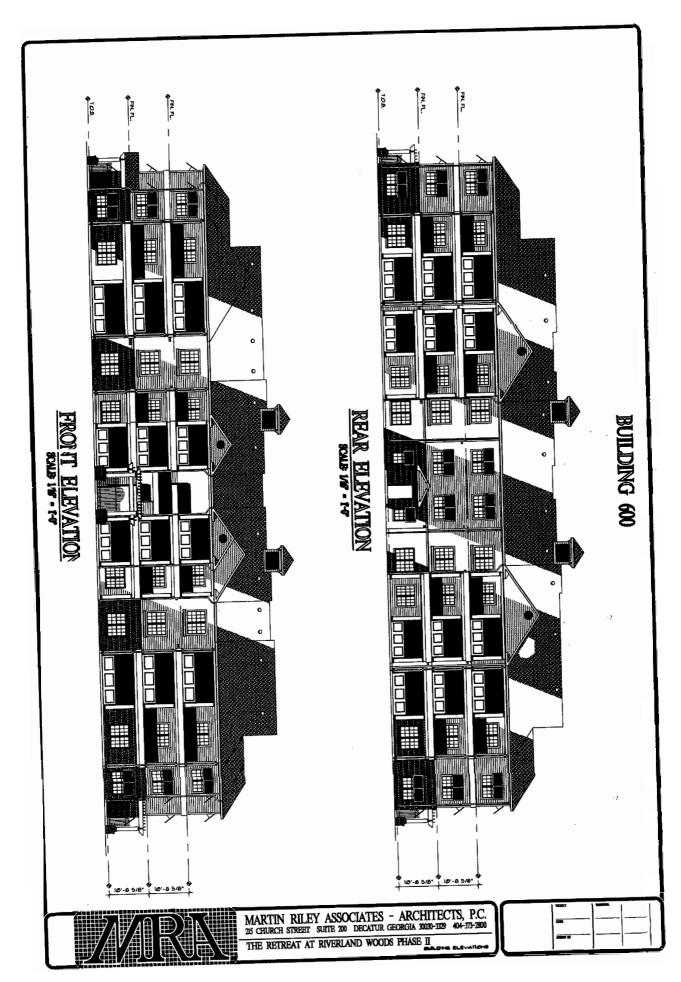


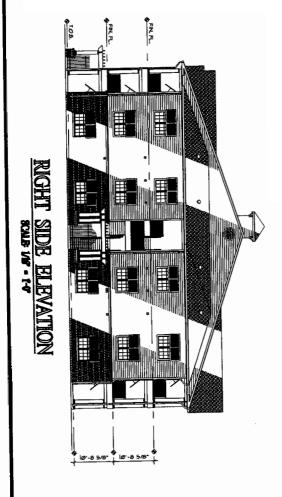


MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUITE 200 DECATUR GEORGIA 30000-2029 404-373-2800

THE RETREAT AT RIVERLAND WOODS PHASE II

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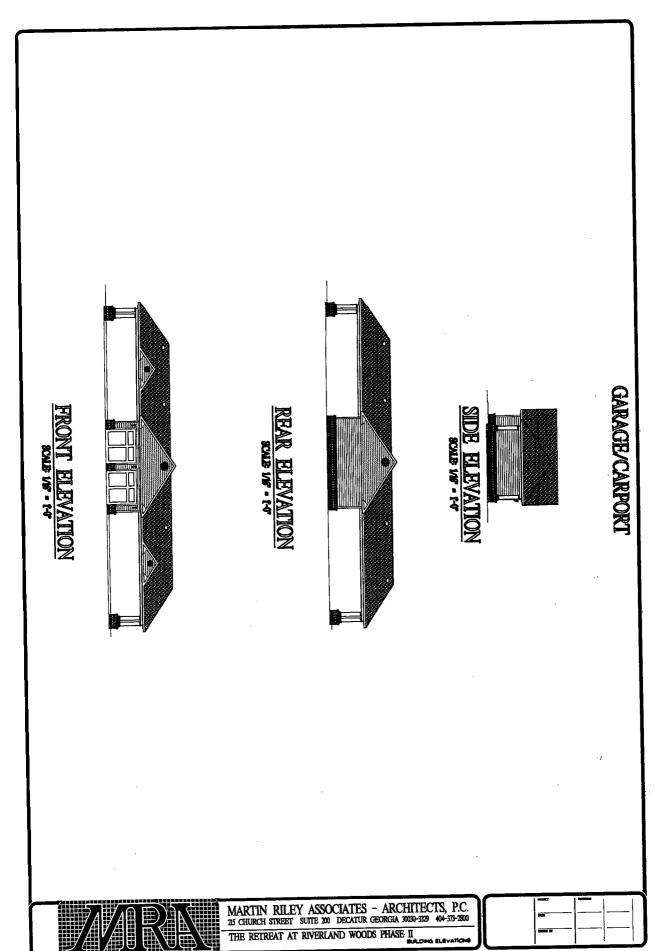


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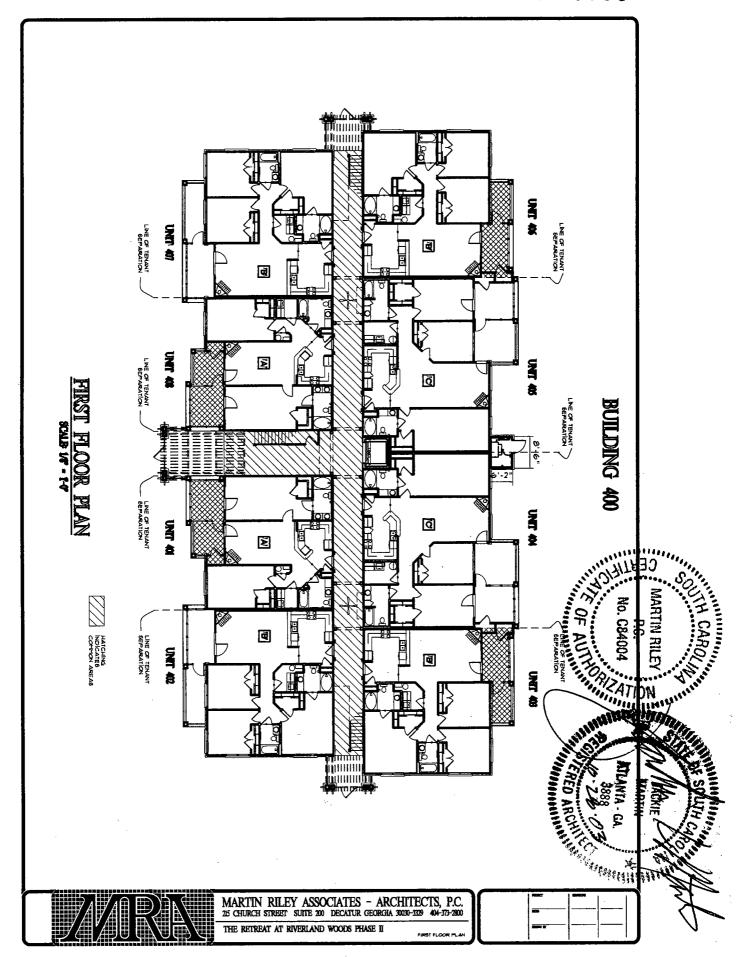
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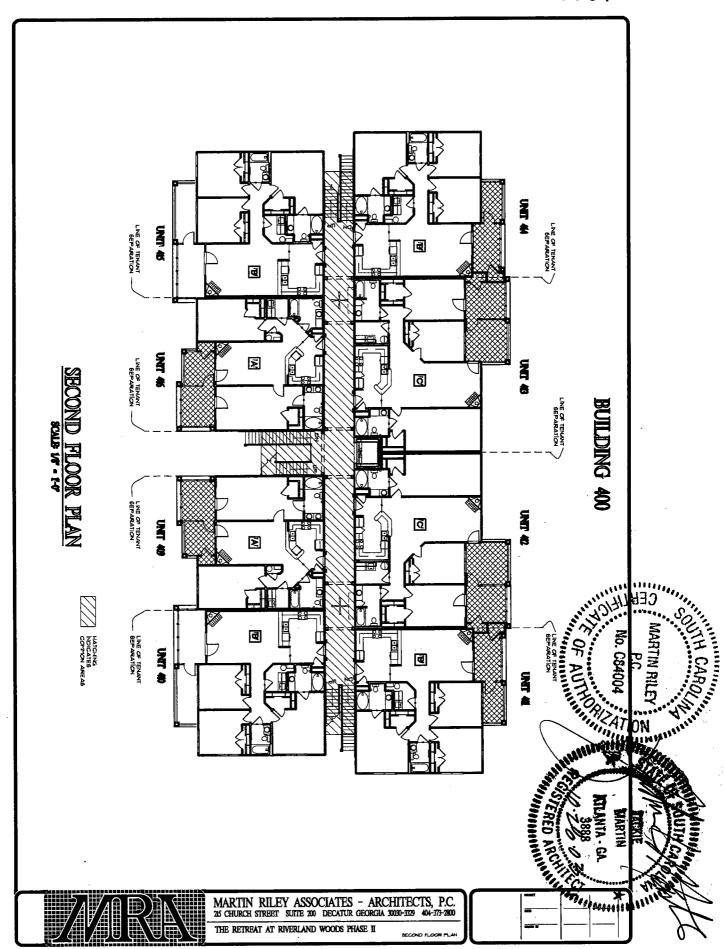
THE RETREAT AT RIVERLAND WOODS PHASE II

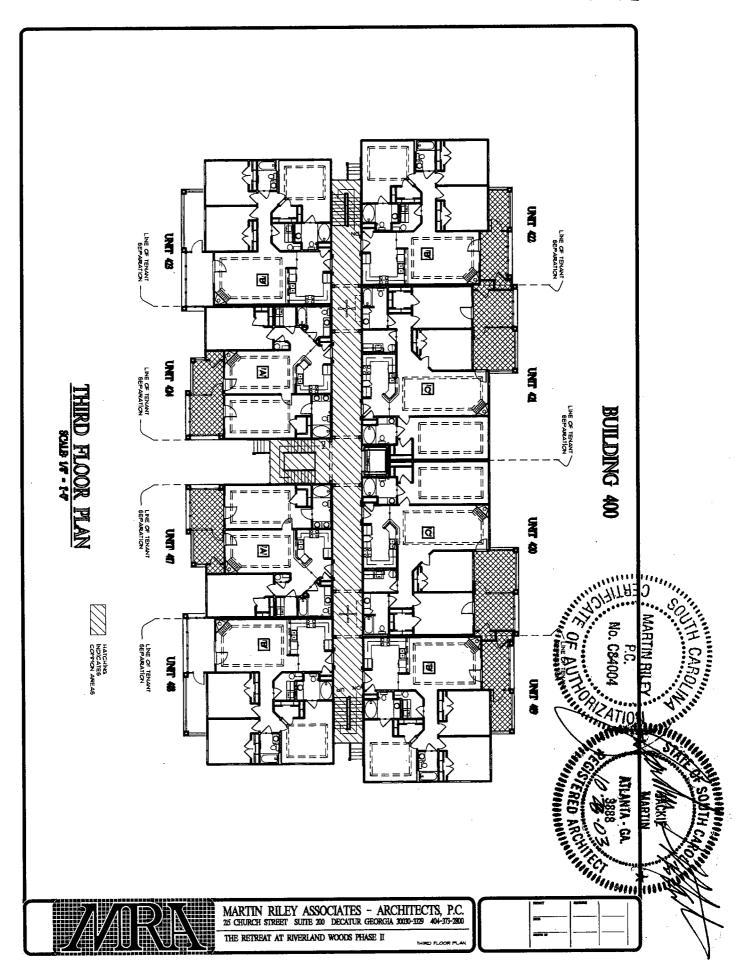
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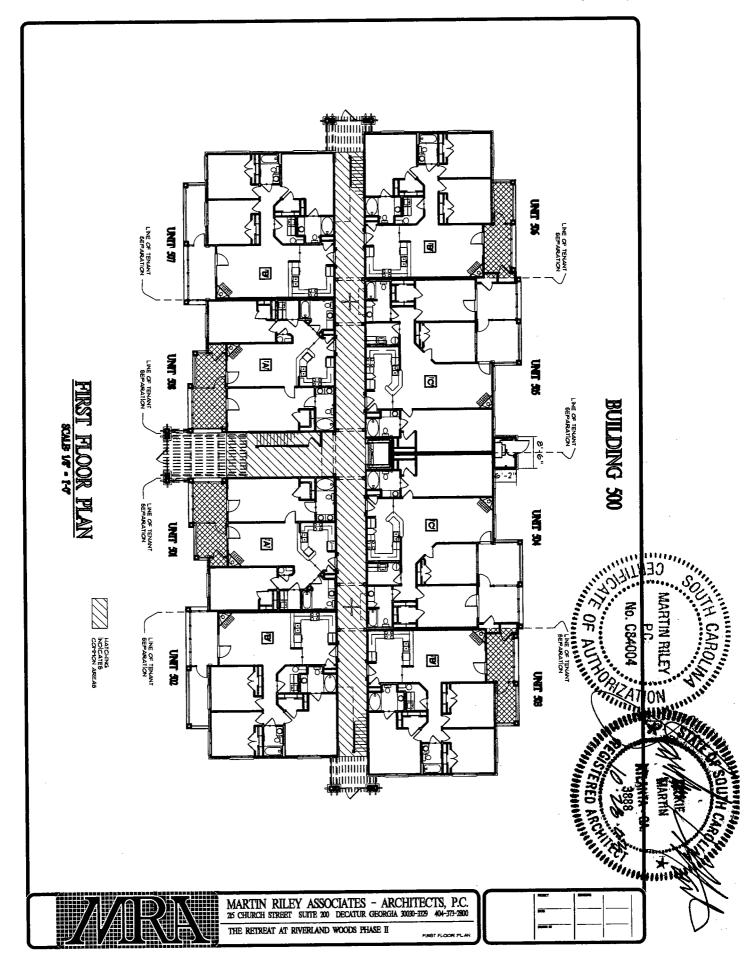


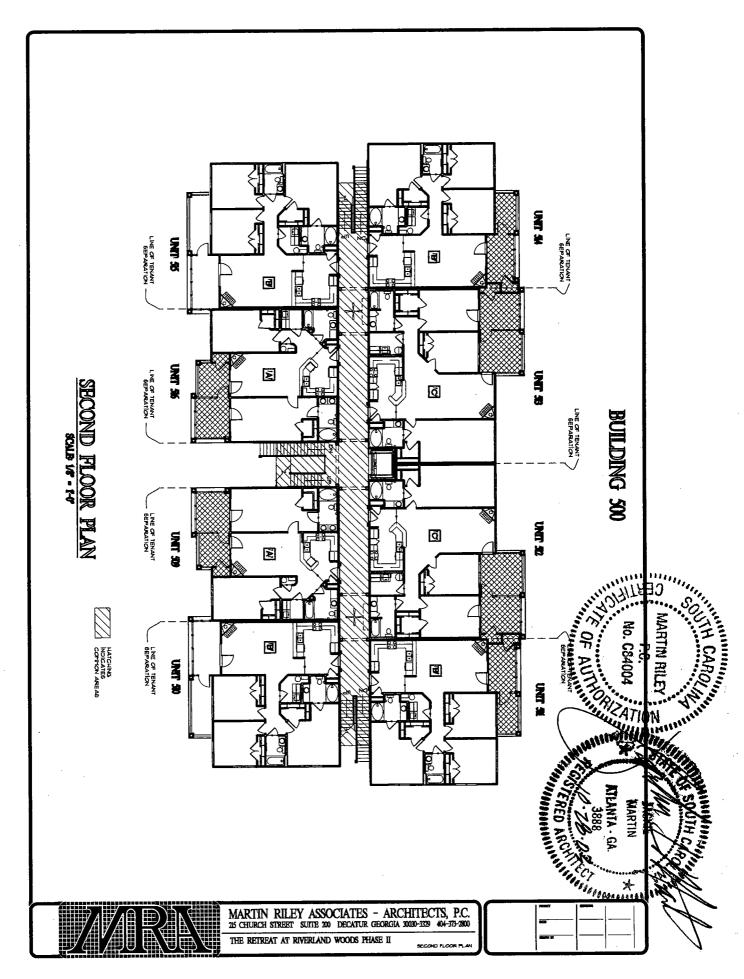
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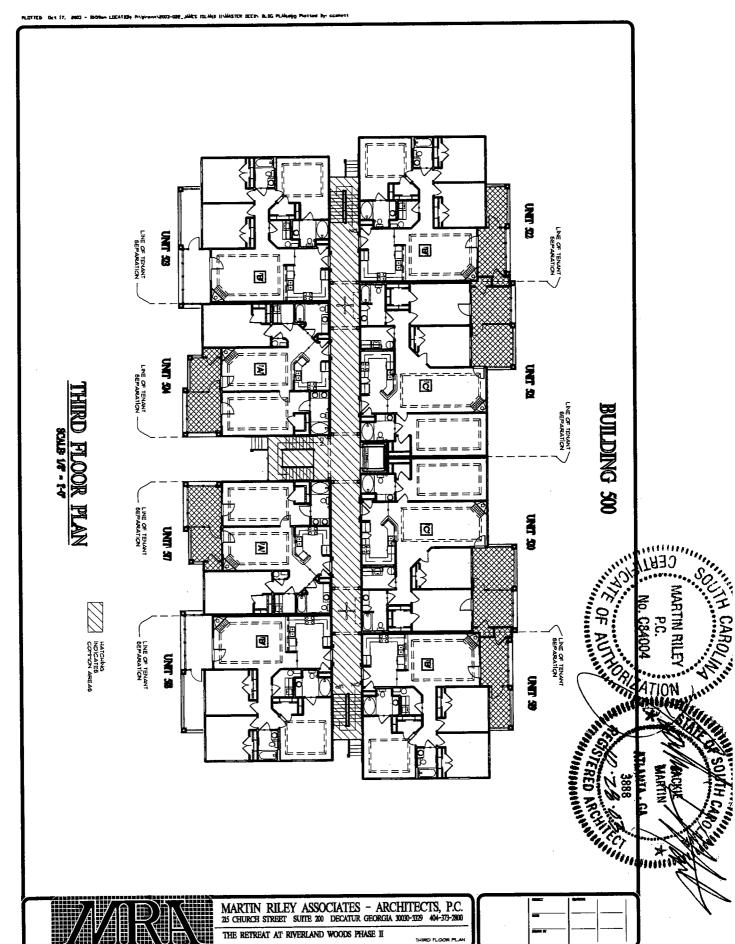


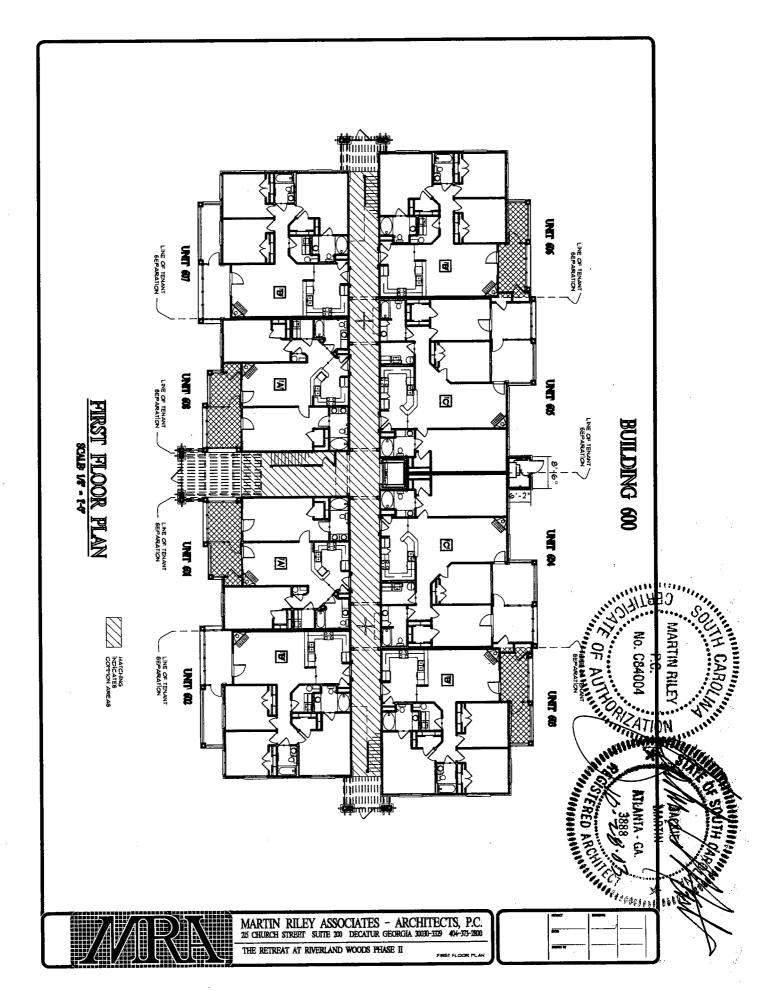


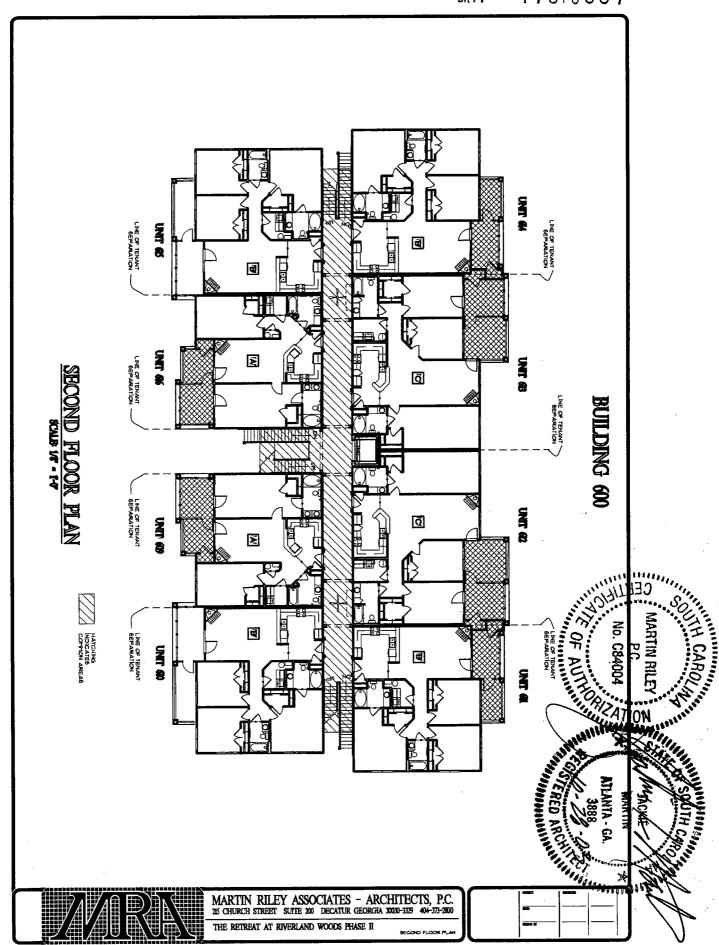


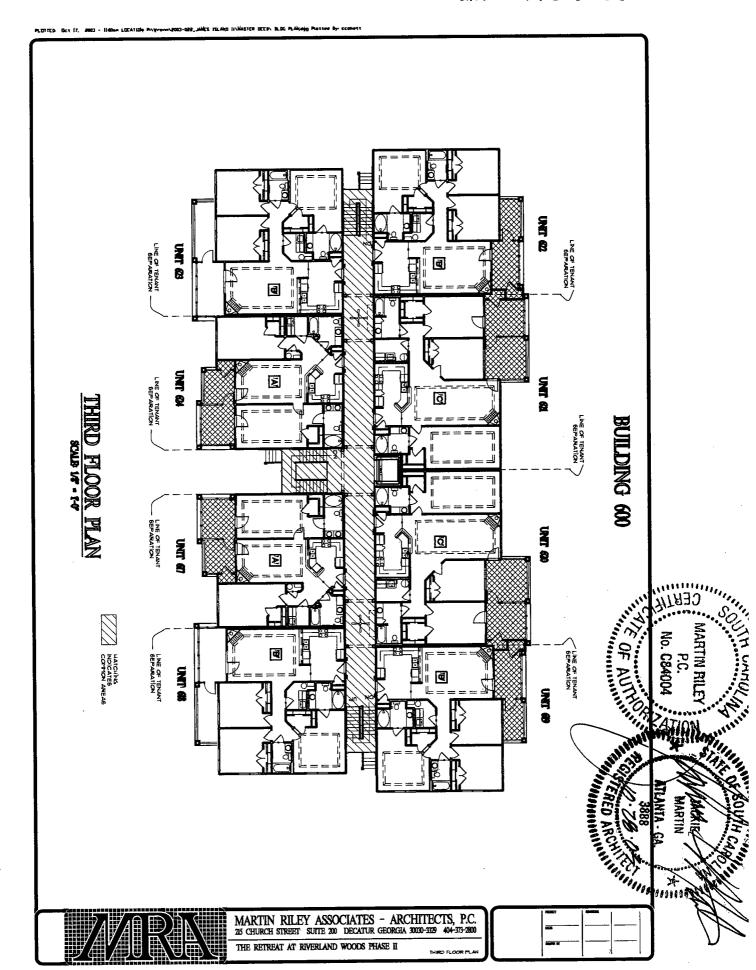


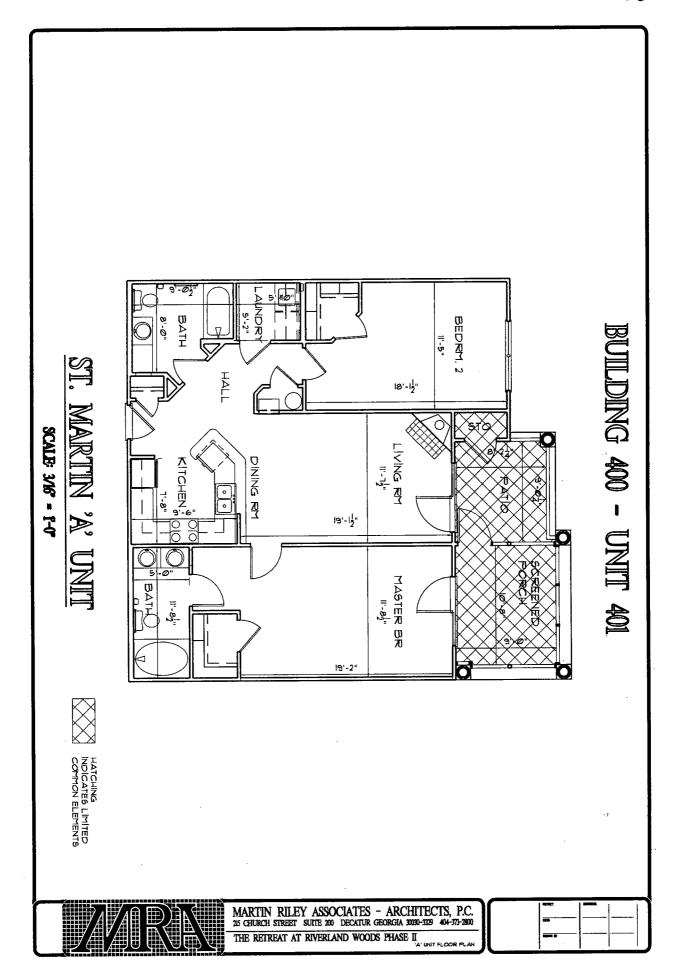


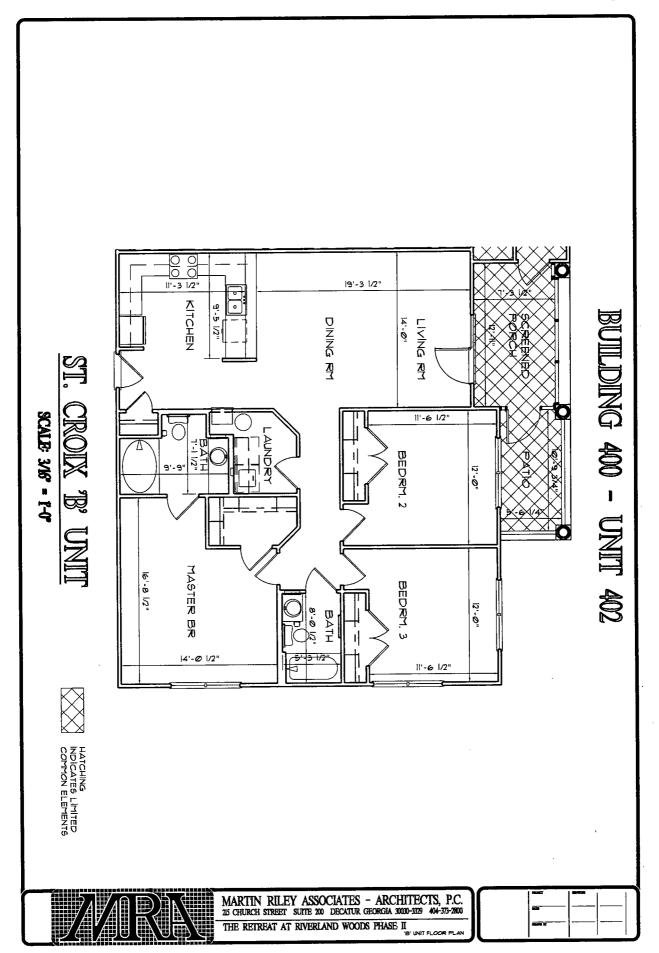


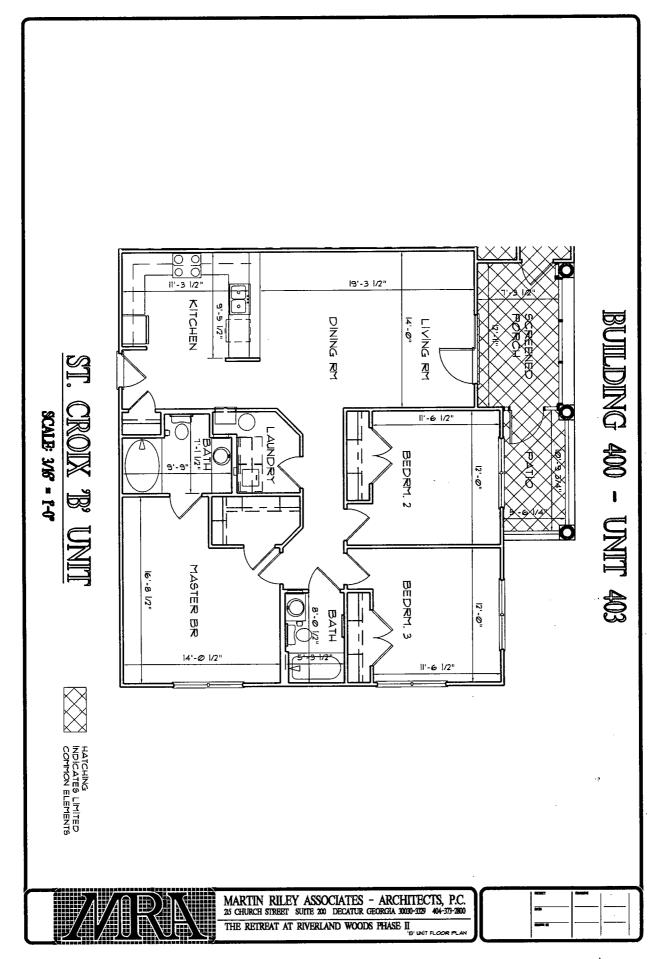


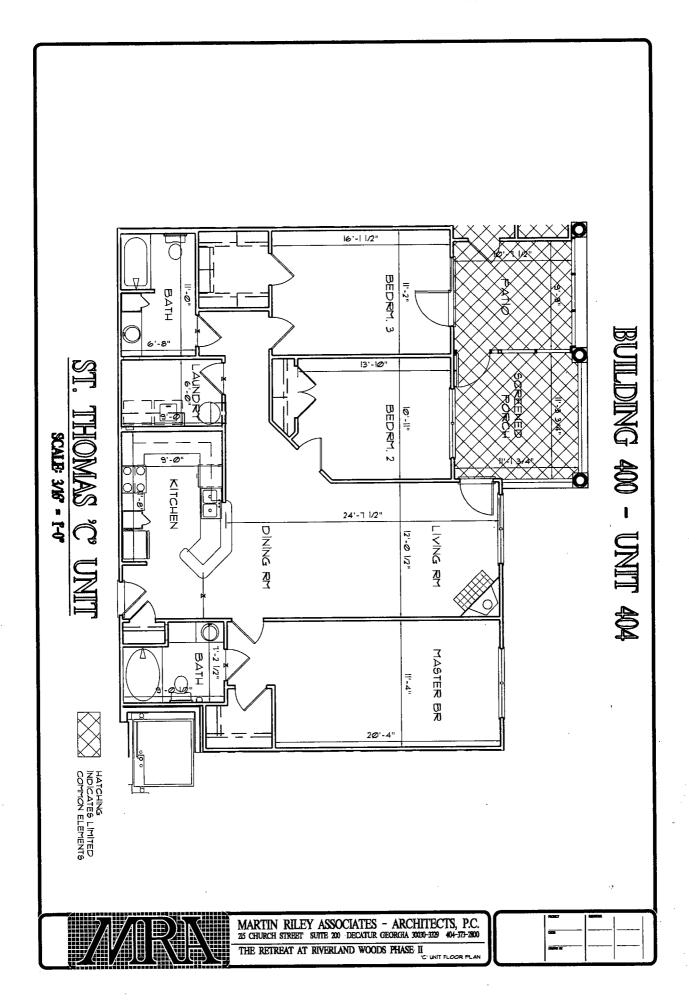


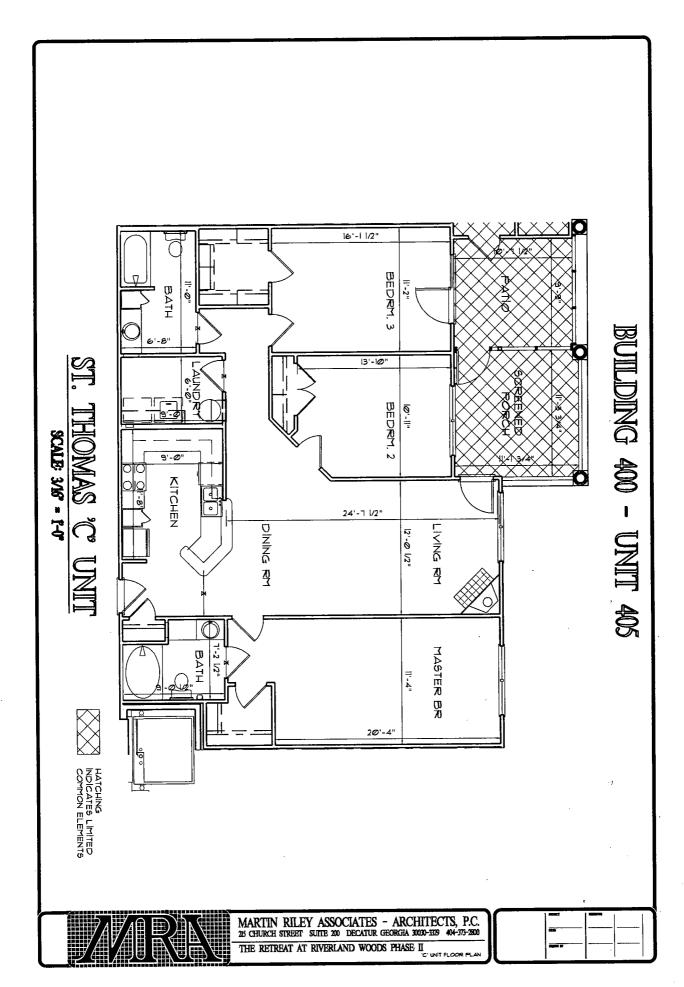


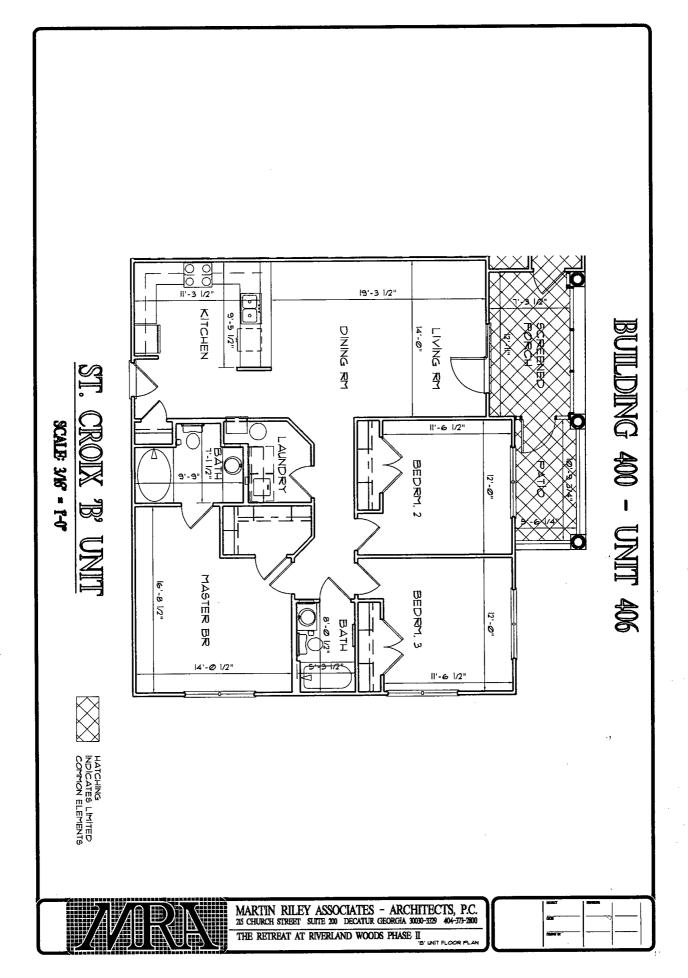


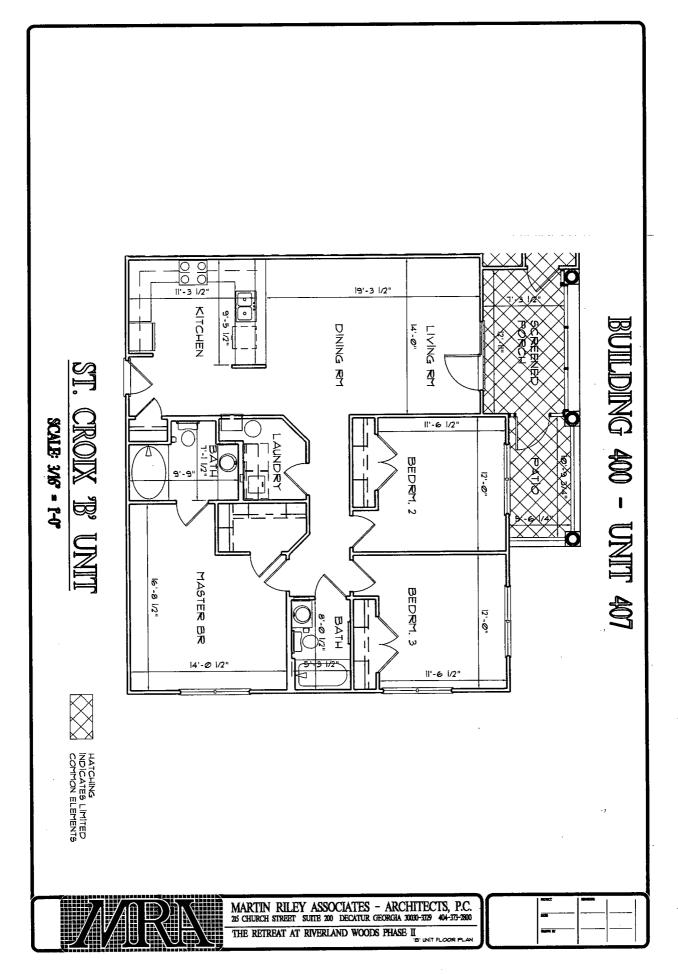


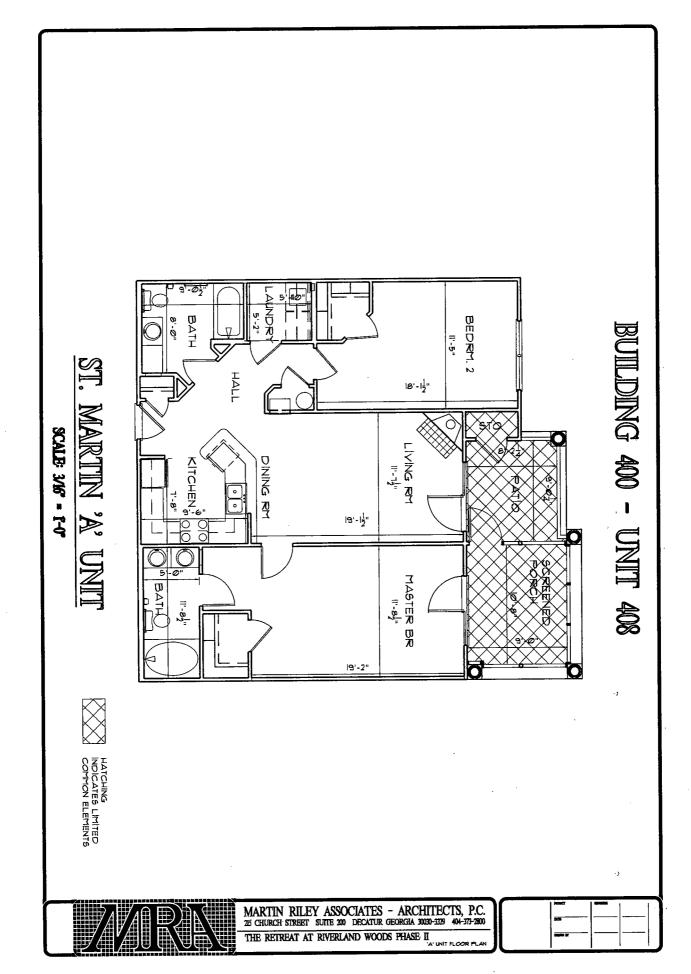




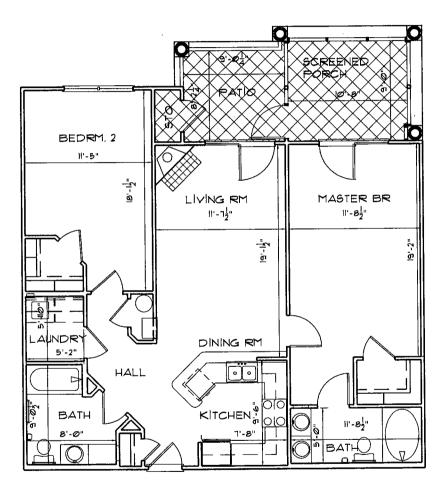








BUILDING 400 - UNIT 409



ST. MARTIN 'A' UNIT

SCALE: 3/16" = 1'-0"

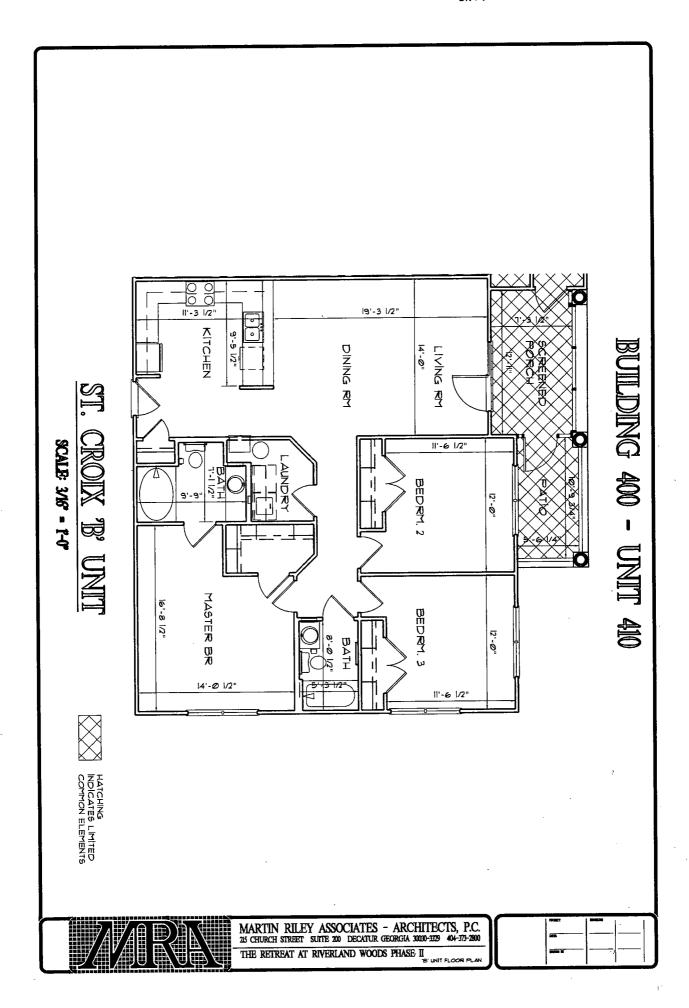


HATCHING INDICATES LIMITED COMMON ELEMENTS MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 225 CHURCH STREET SUITE 220 DECATUR GEORGIA 2003-2229 404-273-2820 THE REFREAT AT RIVERLAND WOODS THASE IN A LIBERT AND REPORT AT RIVERLAND WOODS THASE IN A LIBERT AND REPORT AT RIVERLAND WOODS THASE IN A LIBERT AT RIVER AND THE REPORT AT RIVER AT RIVER AND THE REPORT AT RIVER AND TH

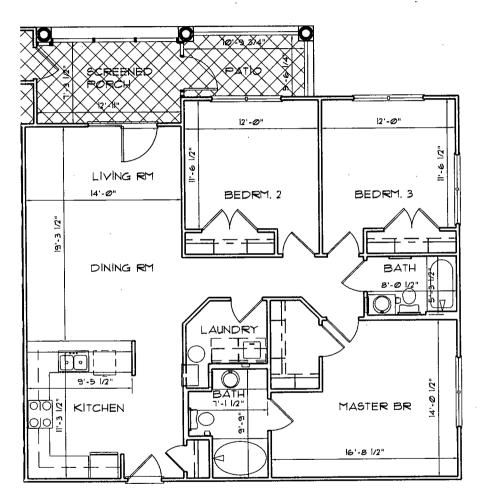
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BUILDING 400 - UNIT 411

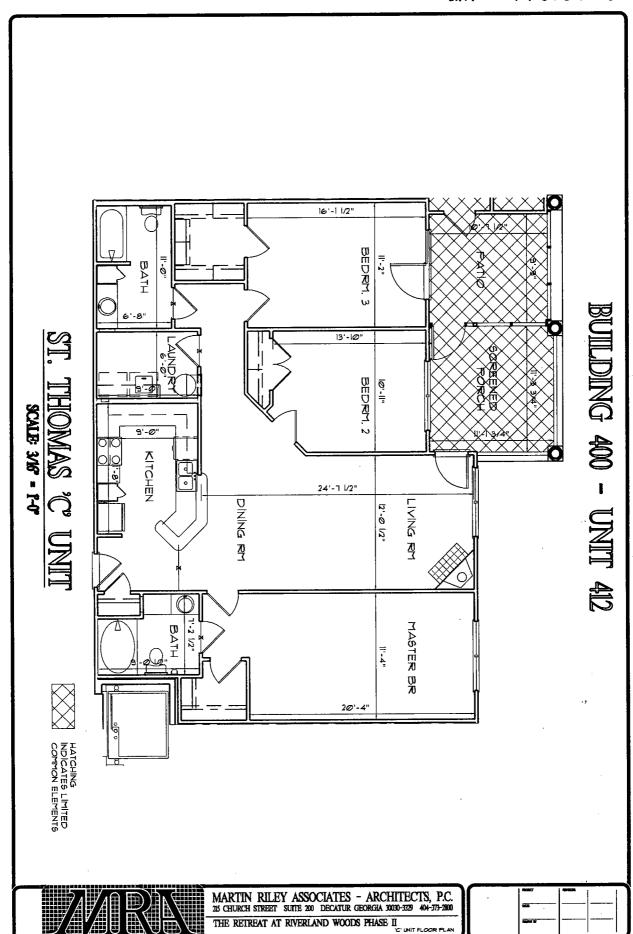


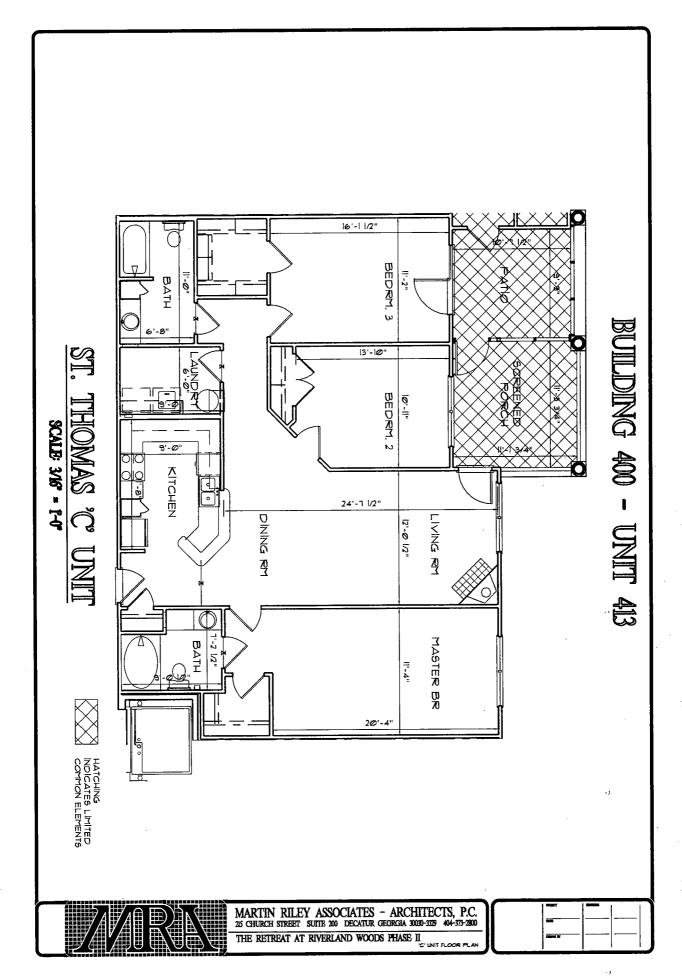
ST. CROIX 'B' UNIT

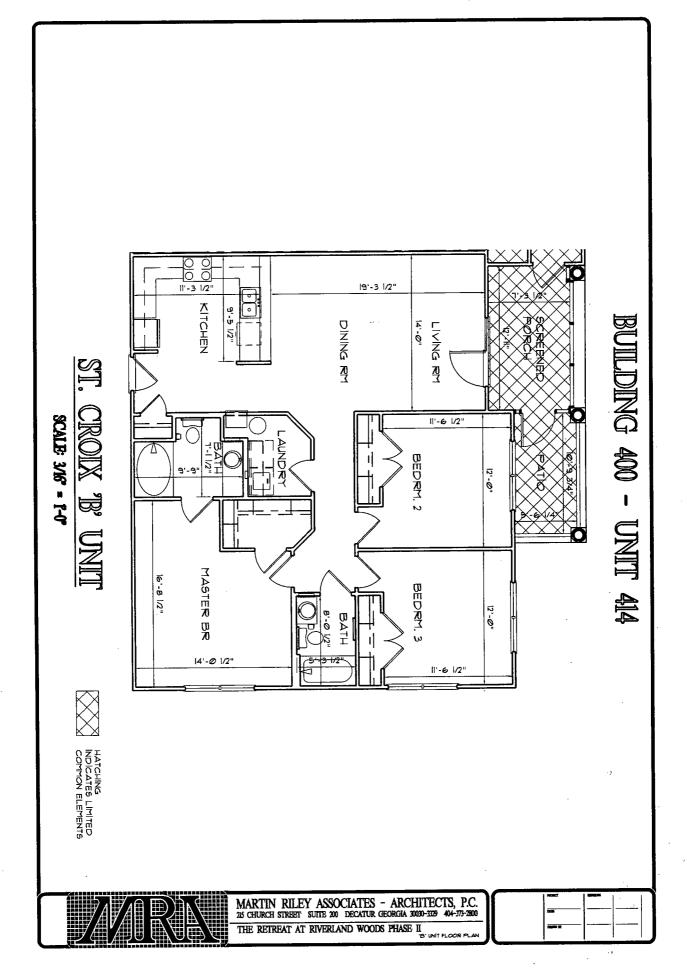
SCALE: 3/16" = 1-0"

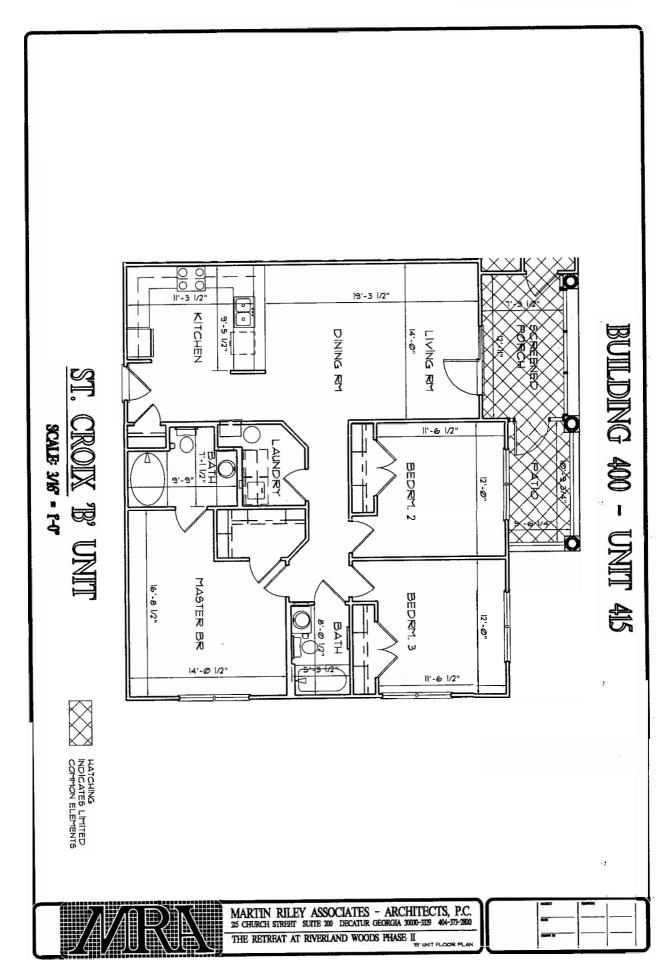


HATCHING INDICATES LIMITED COMMON ELEMENTS MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 26 CHURCH STREET SUTE 200 DECATUR GEORGIA 2000-2129 44-711-2000 THE RETREAT AT RIVERLAND WOODS PHASE II. 18-18-18-2008 PLANE

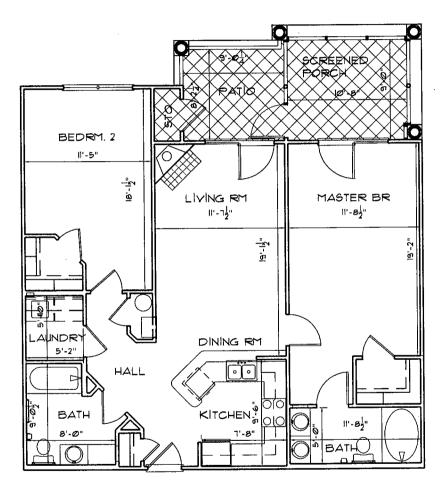








BUILDING 400 - UNIT 416



ST. MARTIN 'A' UNIT

SCALE: 3/16" = 1'-0"



HATCHING INDICATES LIMITED COMMON ELEMENTS MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. BE CHURCH STREET SUITE AND DECATUR GEORGIA 2000-2229 404-27-2000

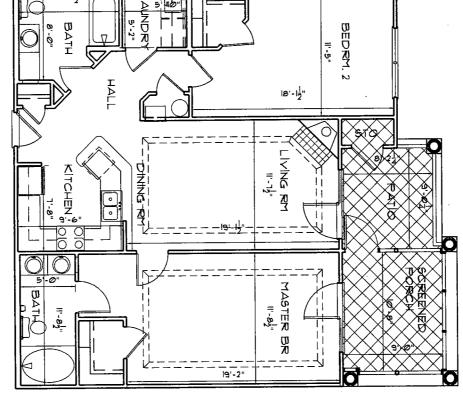
MARTIN RILEY TO THE RETREAT AT RI

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BUILDING 400 - UNIT 417

MARTIN 'A' UNIT

SCALE: 3/16" = P-0"

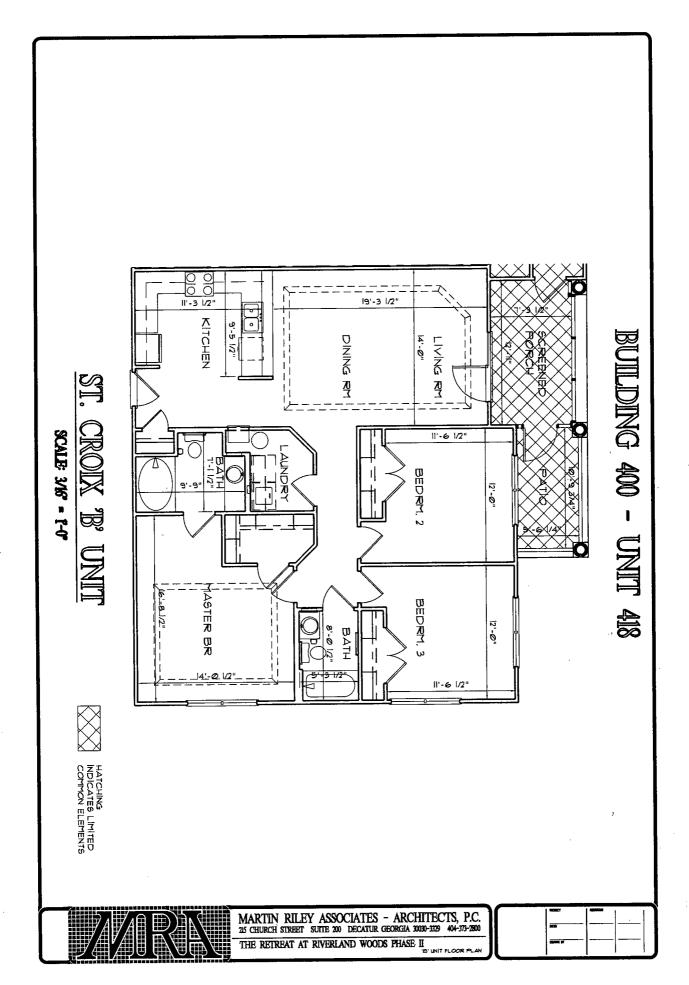


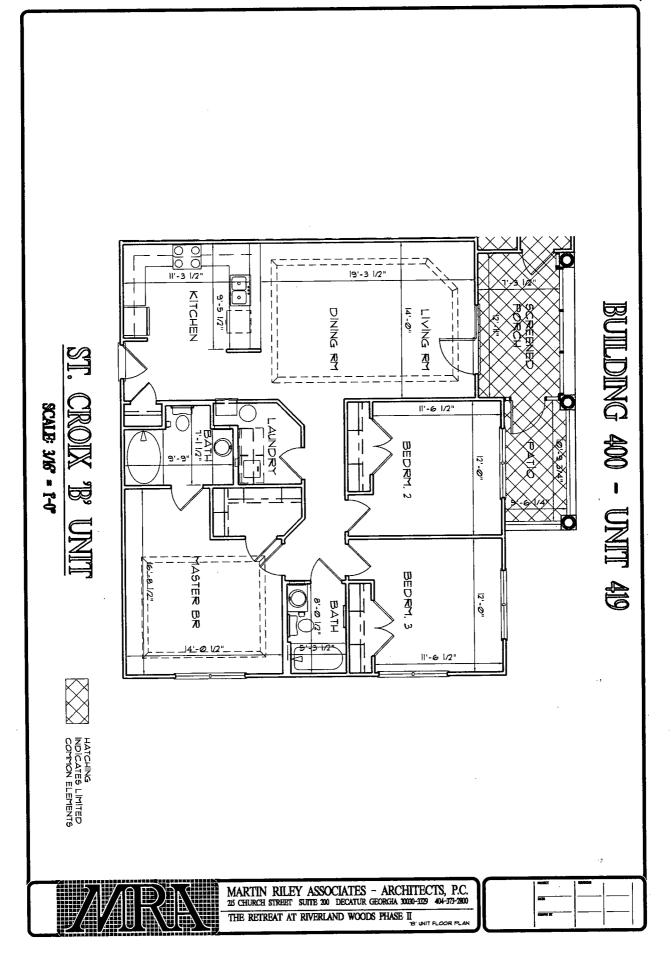
HATCHING INDICATES LIMITED COMMON ELEMENTS

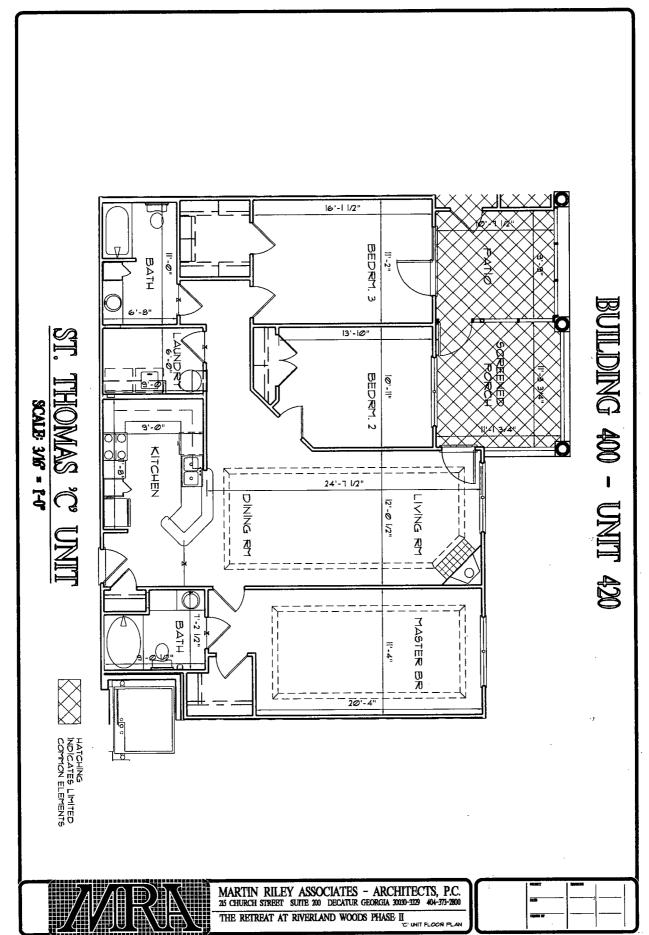
MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 25 CHURCH STREET SUITE 200 DECATUR GEORGIA 20030-2329 404-371-2800

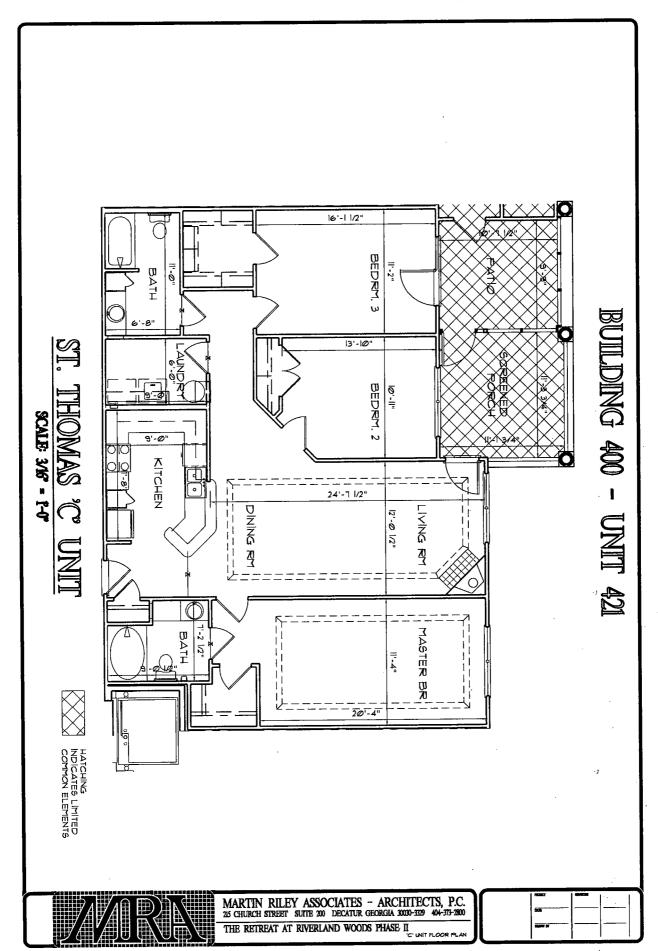
THE RETREAT AT RIVERLAND WOODS PHASE II 'A' UNIT FLOOR

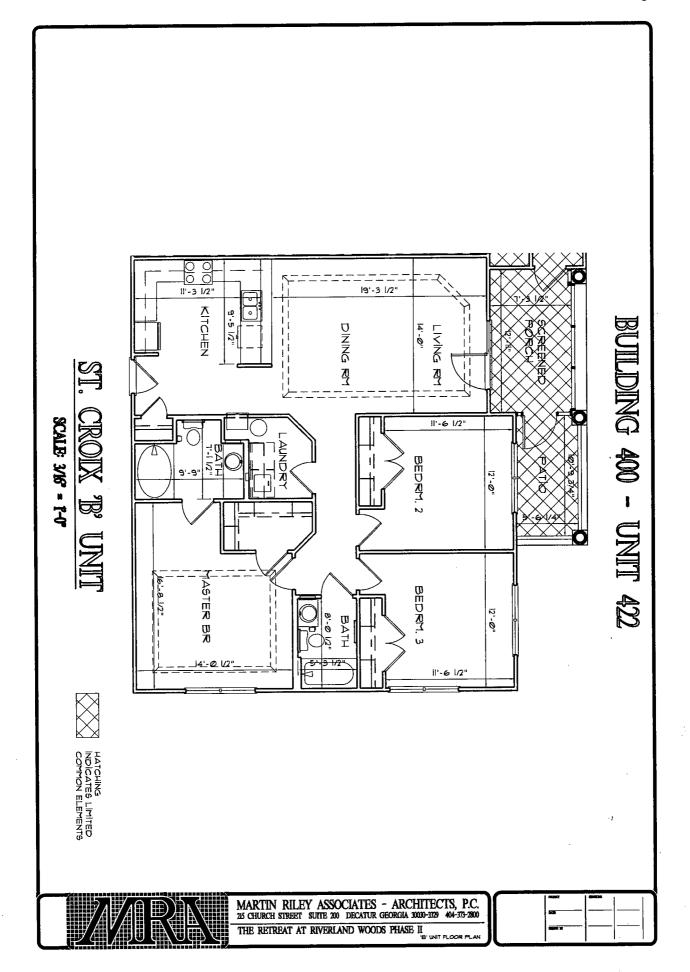


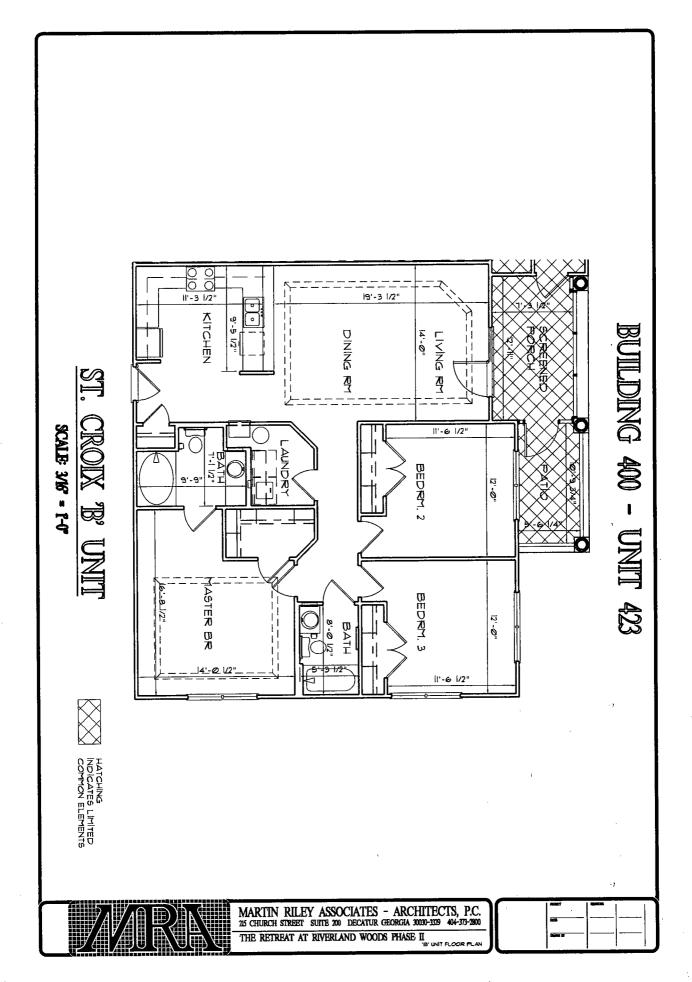












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ST. MARTIN 'A' UNIT

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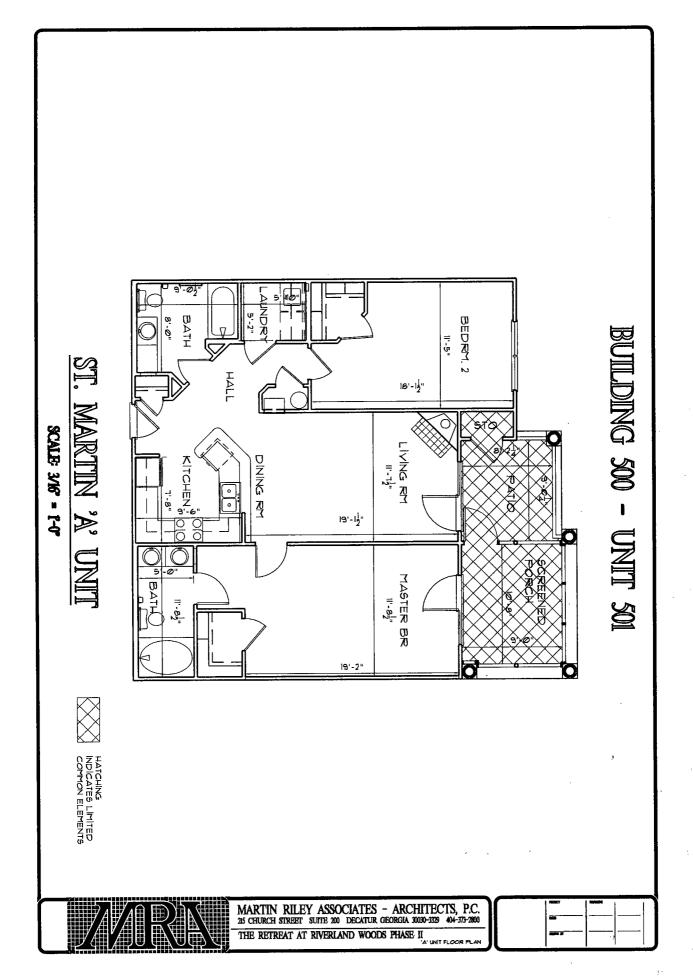


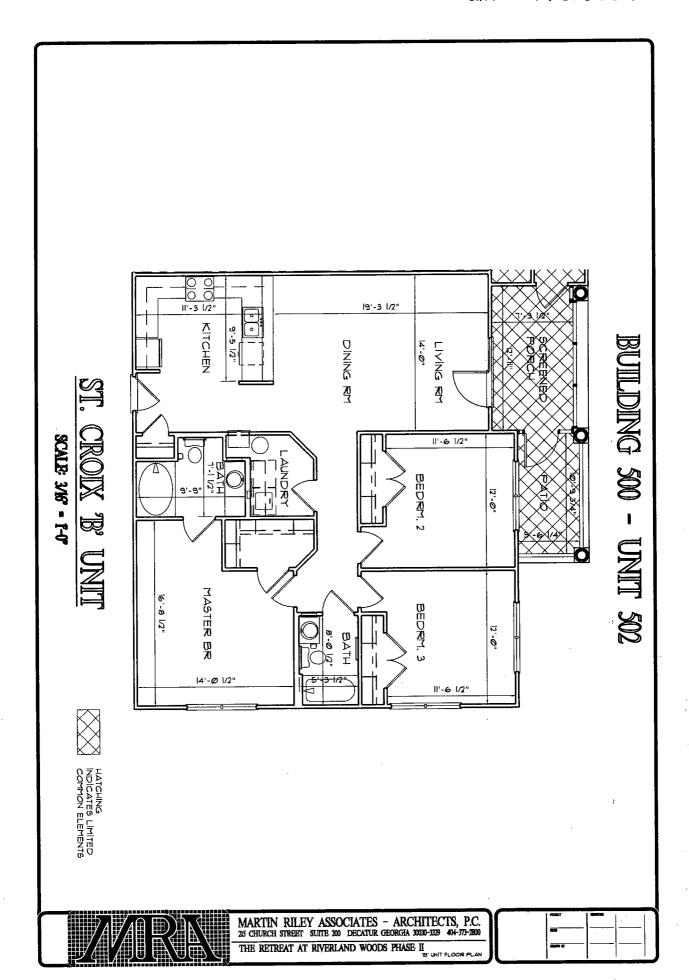
MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUITE 200 DECATUR GEORGIA 20020-2029 404-373-2800

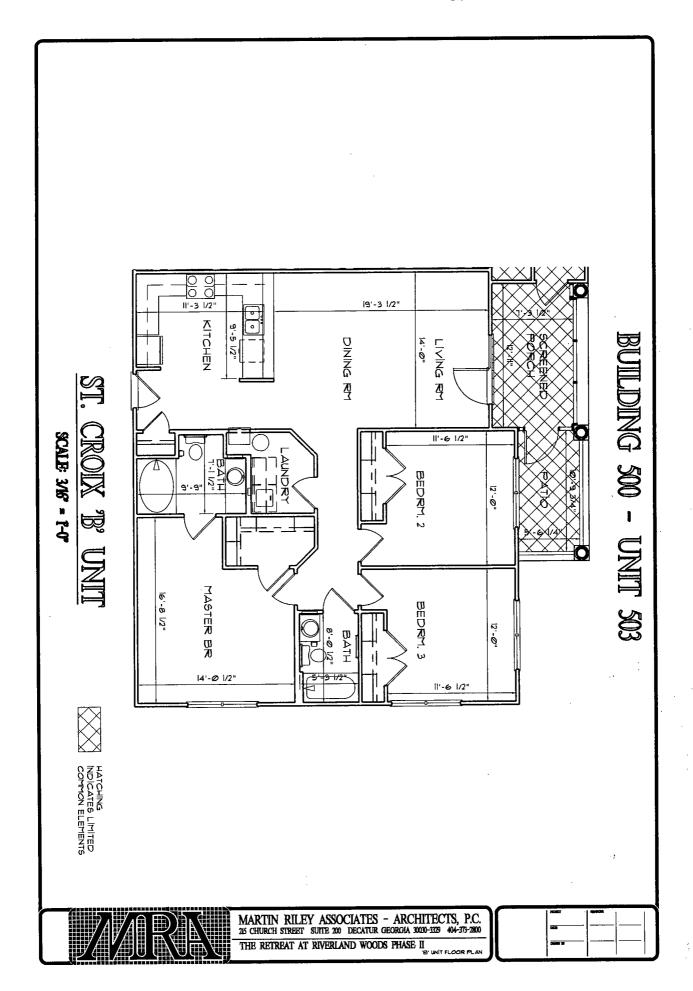
THE RETREAT AT RIVERLAND WOODS PHASE II

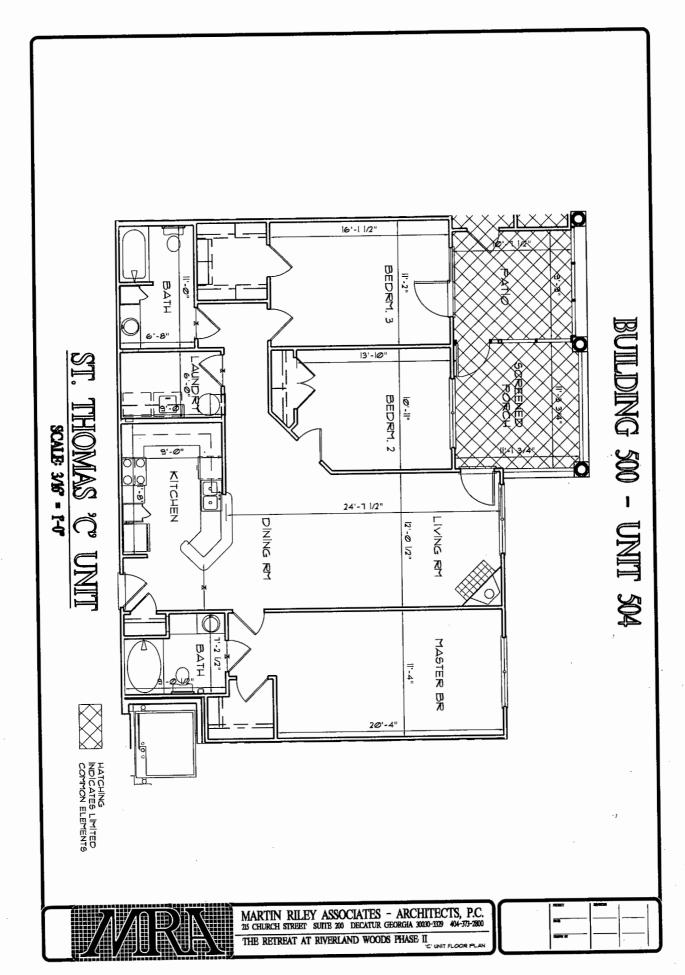
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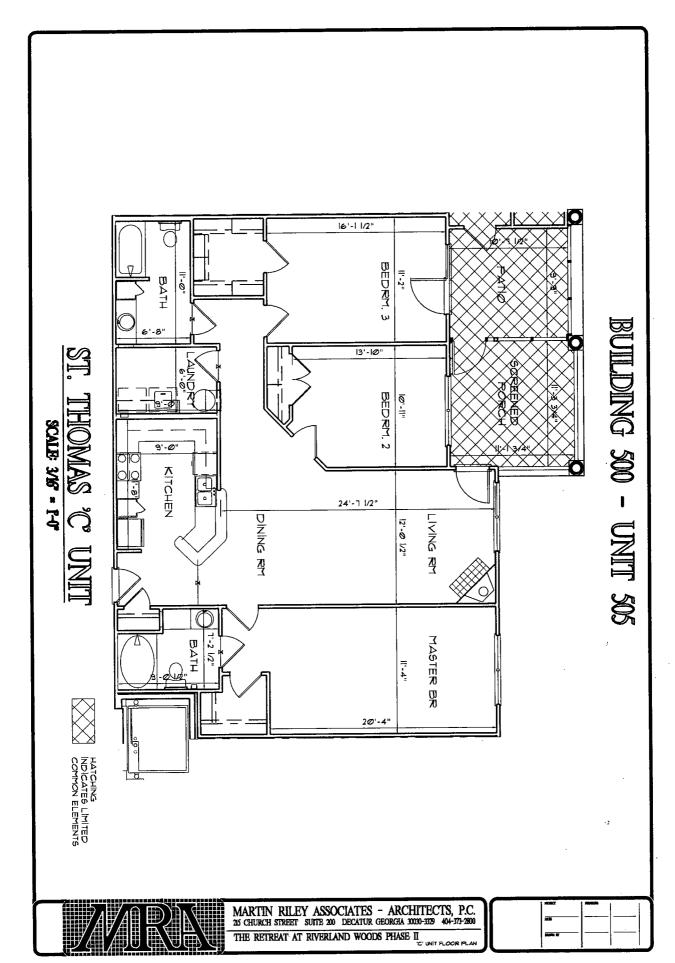
BUILDING 400 - UNIT 424

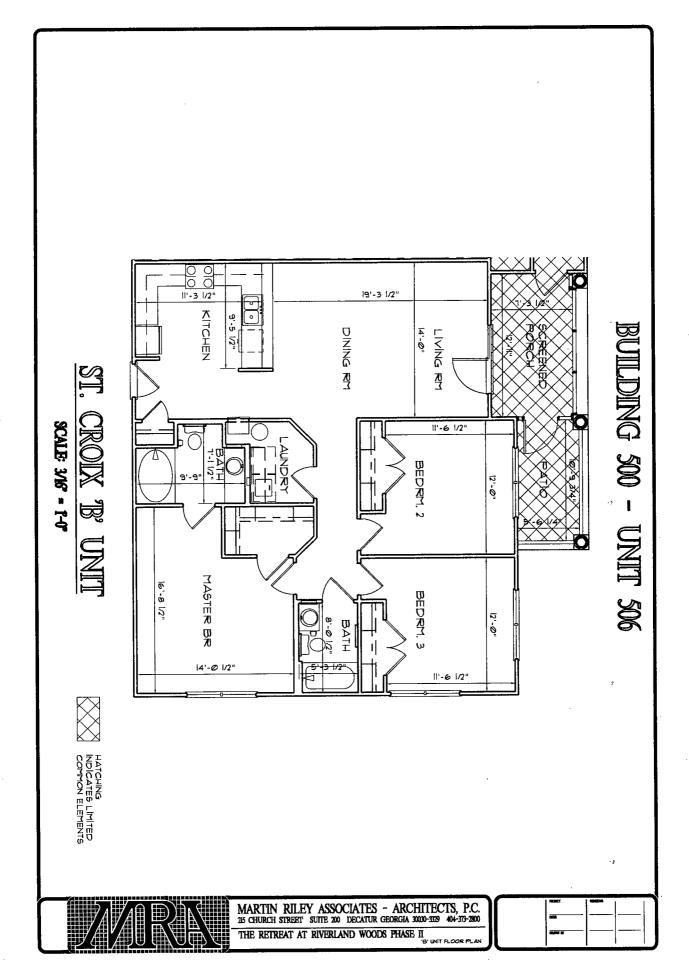


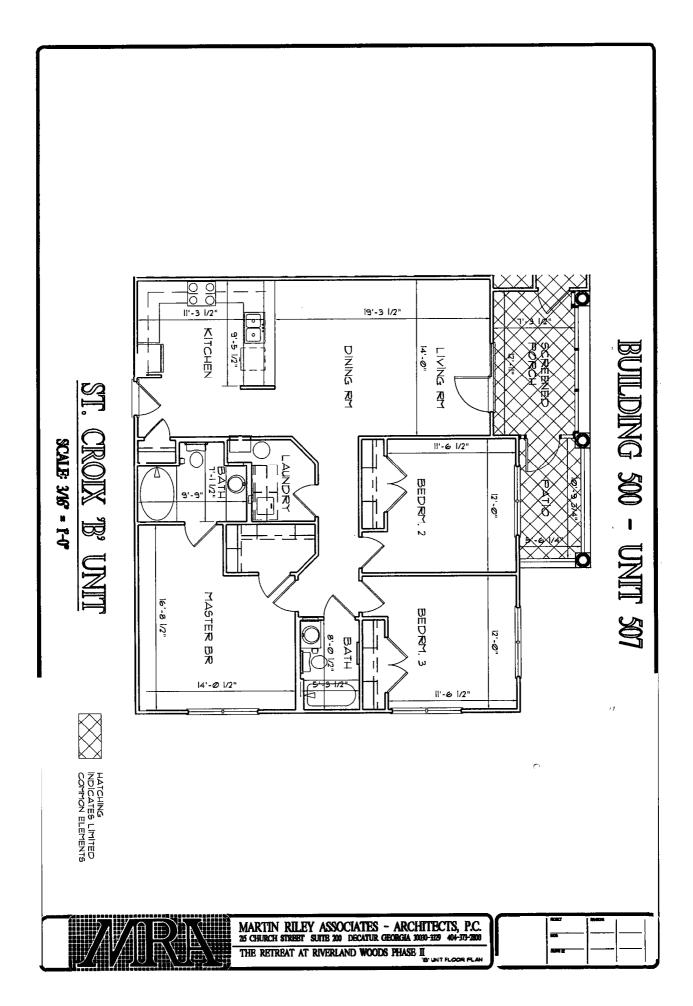


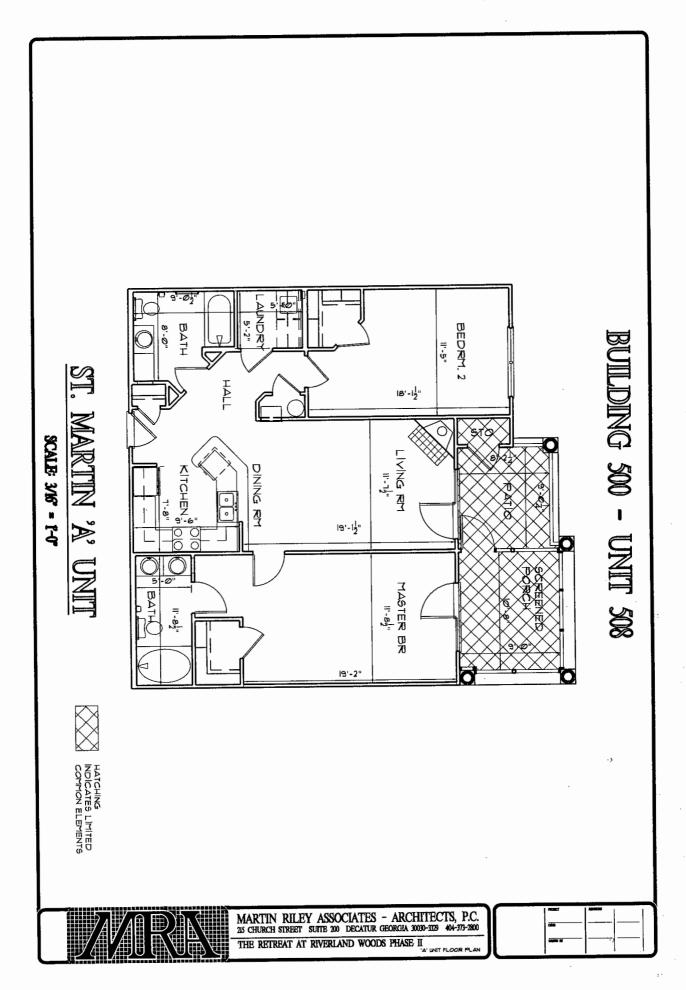


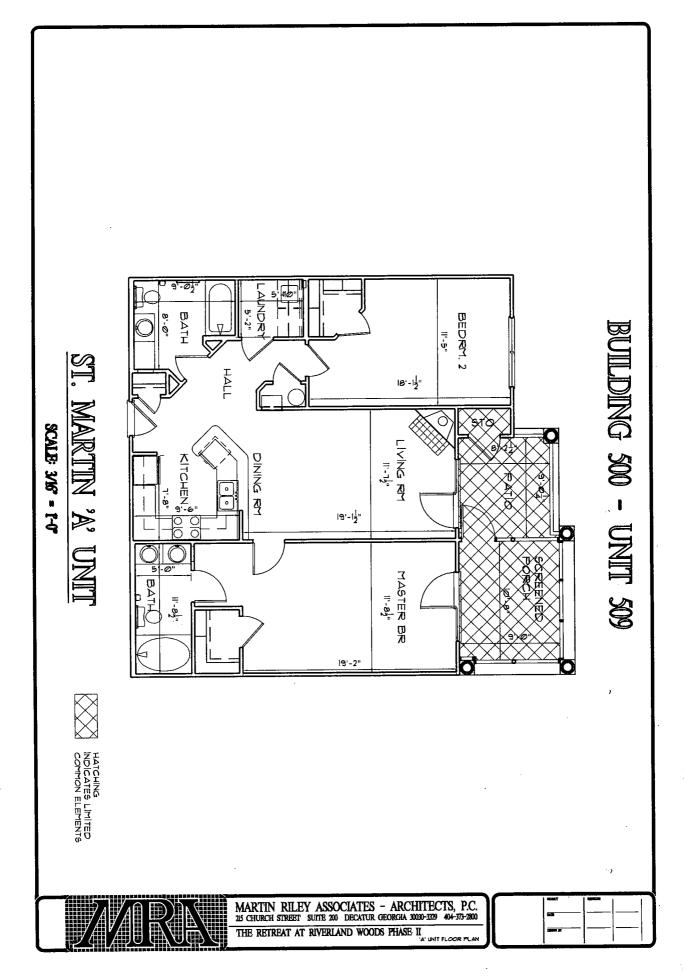


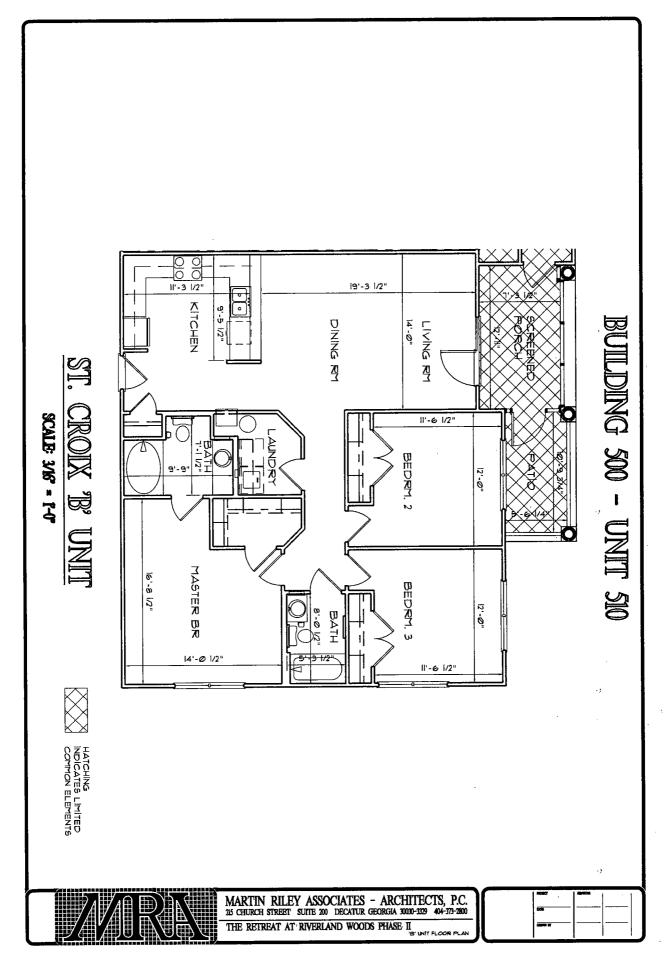


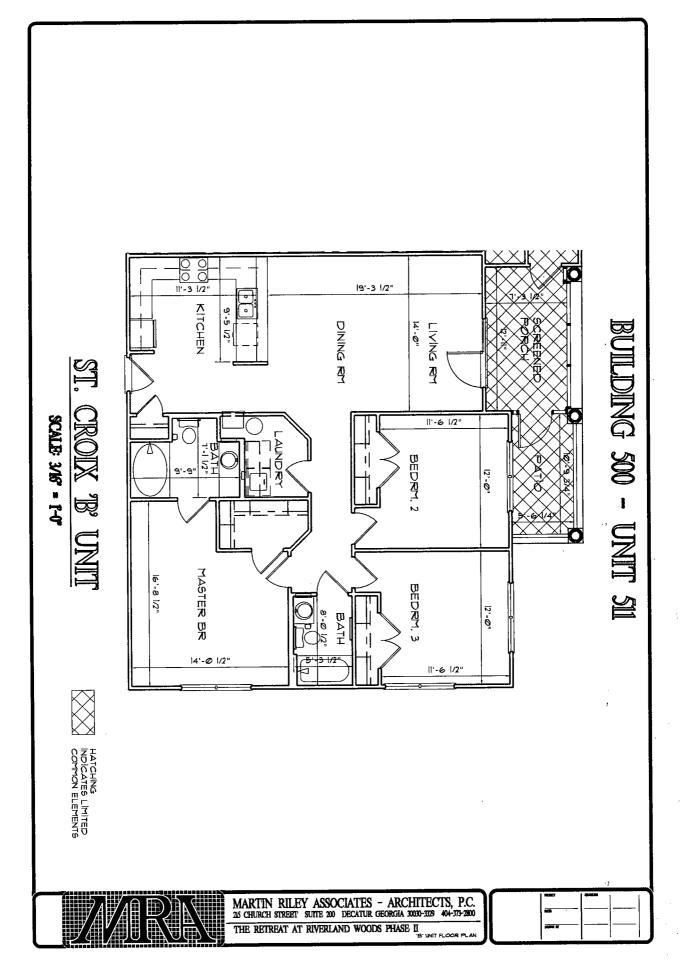


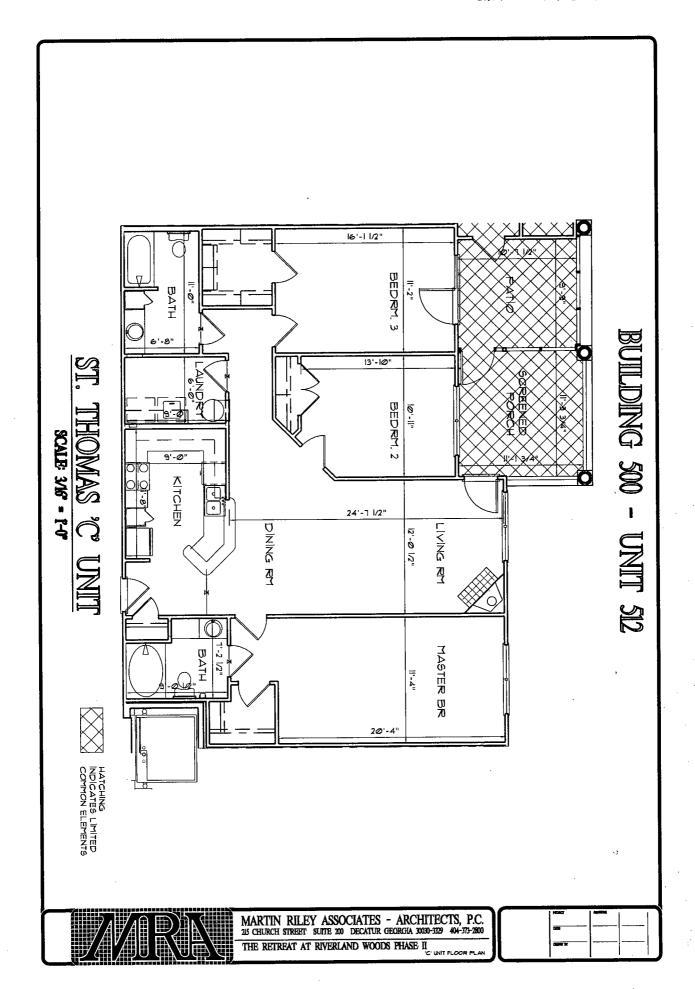


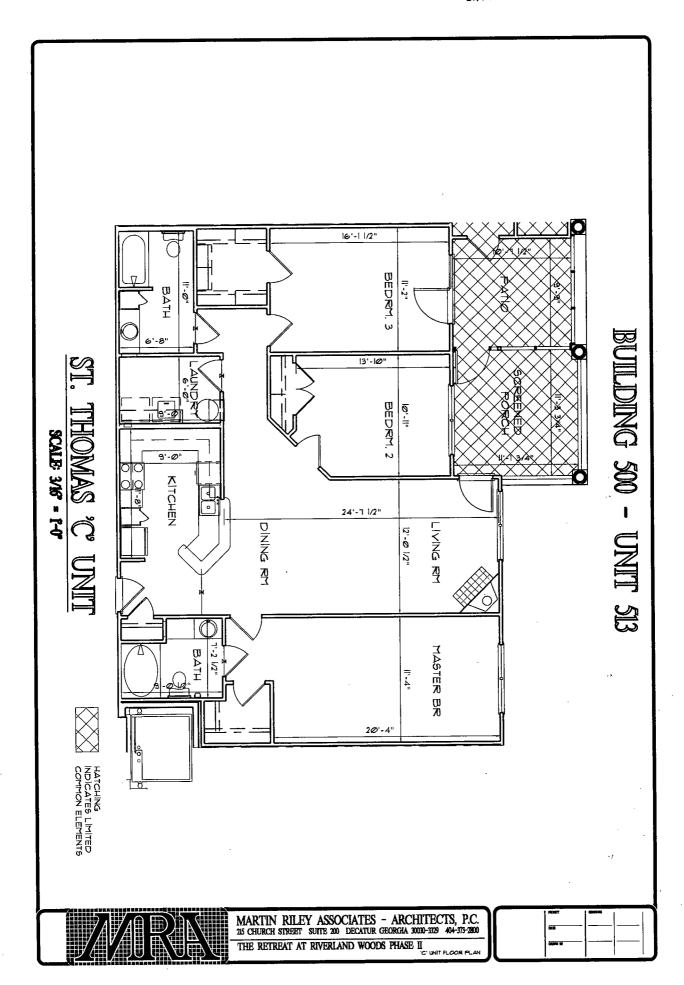


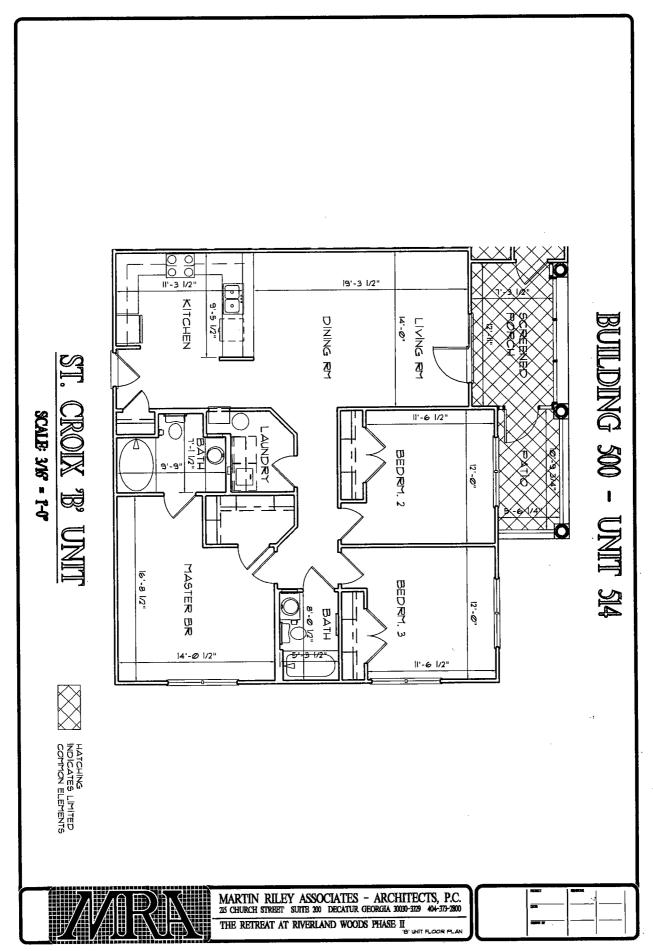


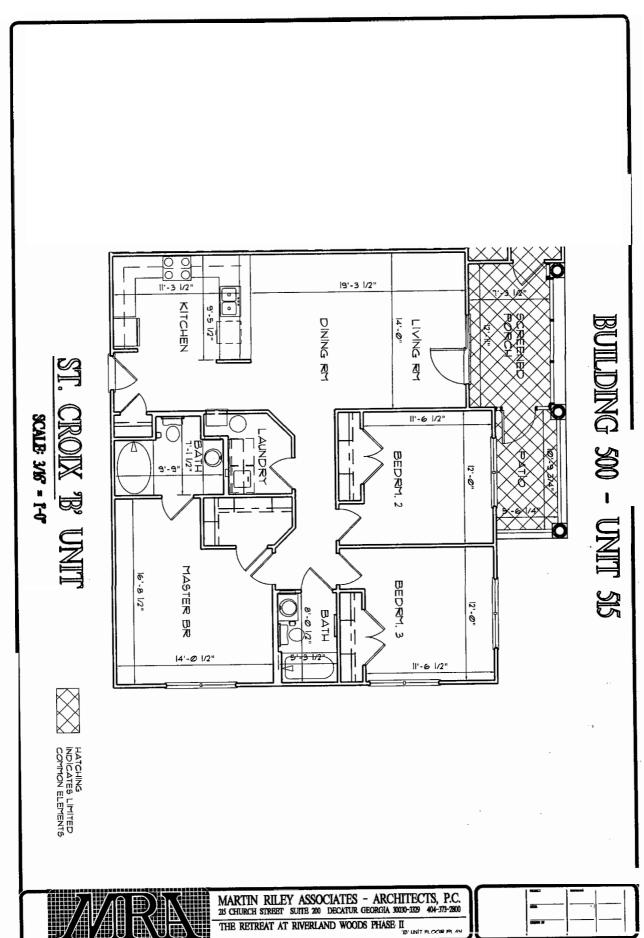


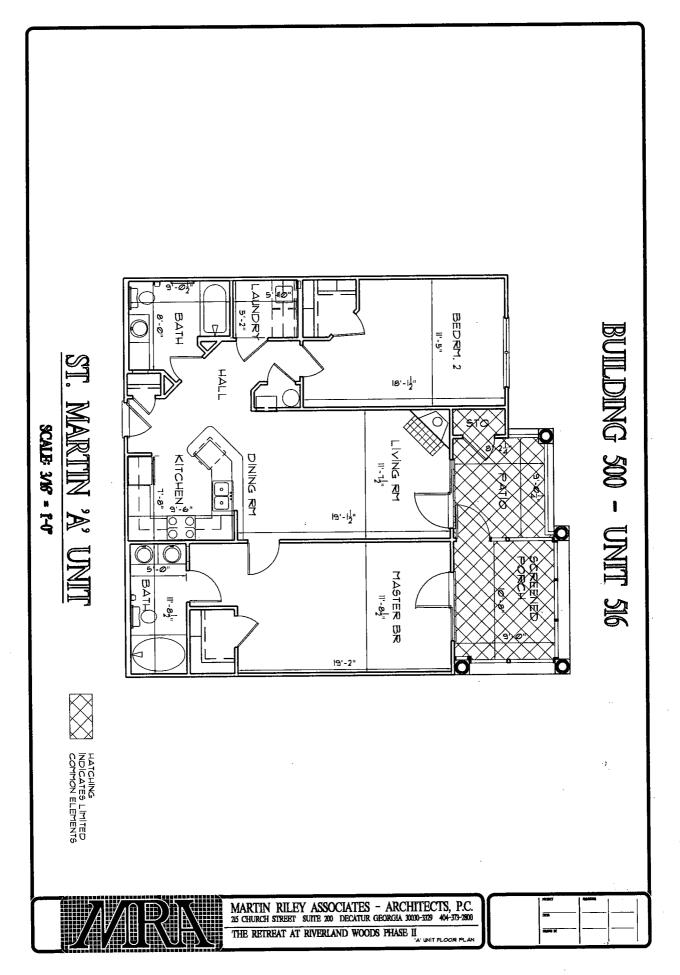




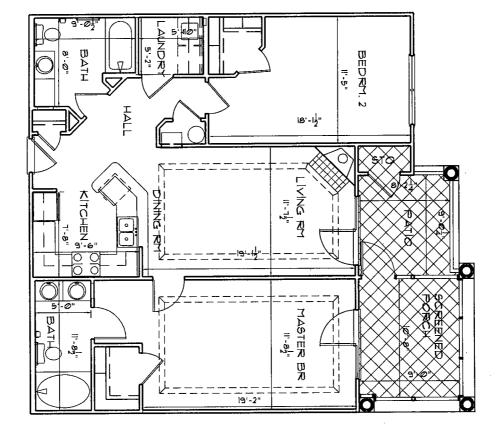








SCALE: 3/6" = 1-0"



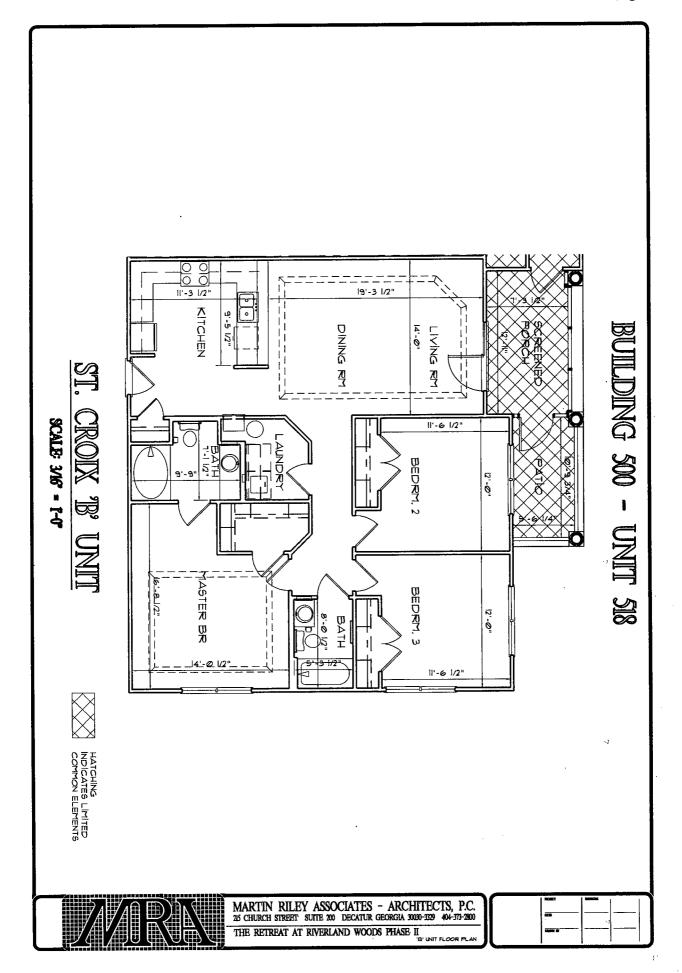
BUILDING 500 - UNIT 517

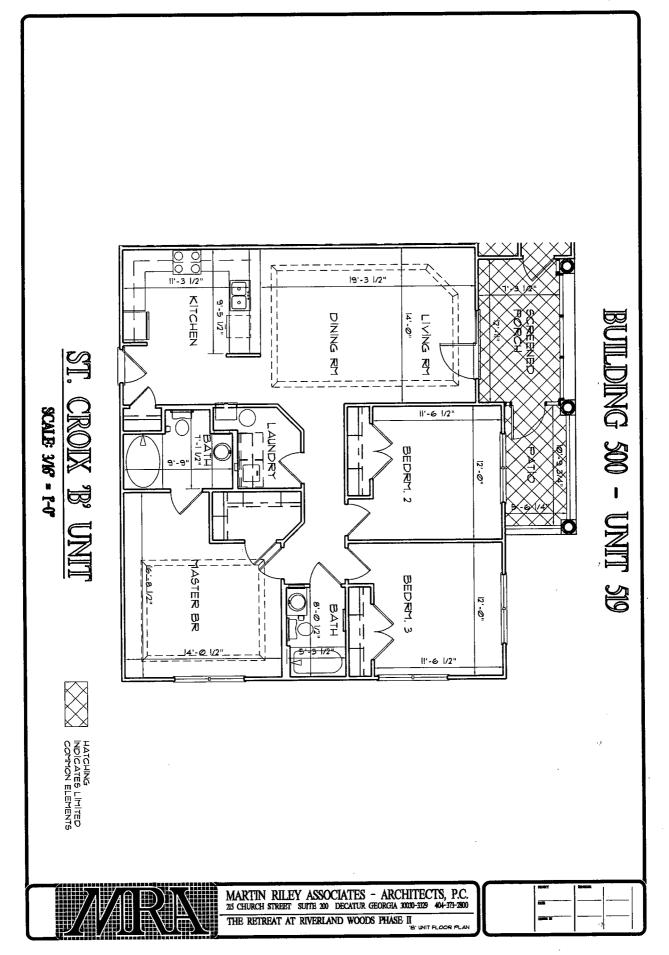
HATCHING
INDICATES LIMITED
COMMON ELEMENTS

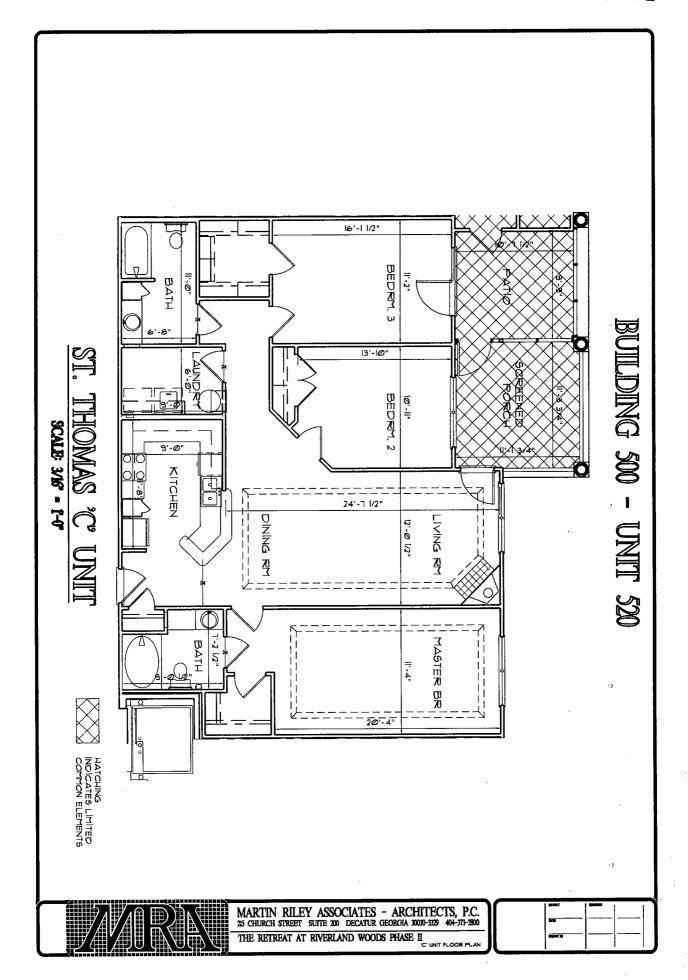


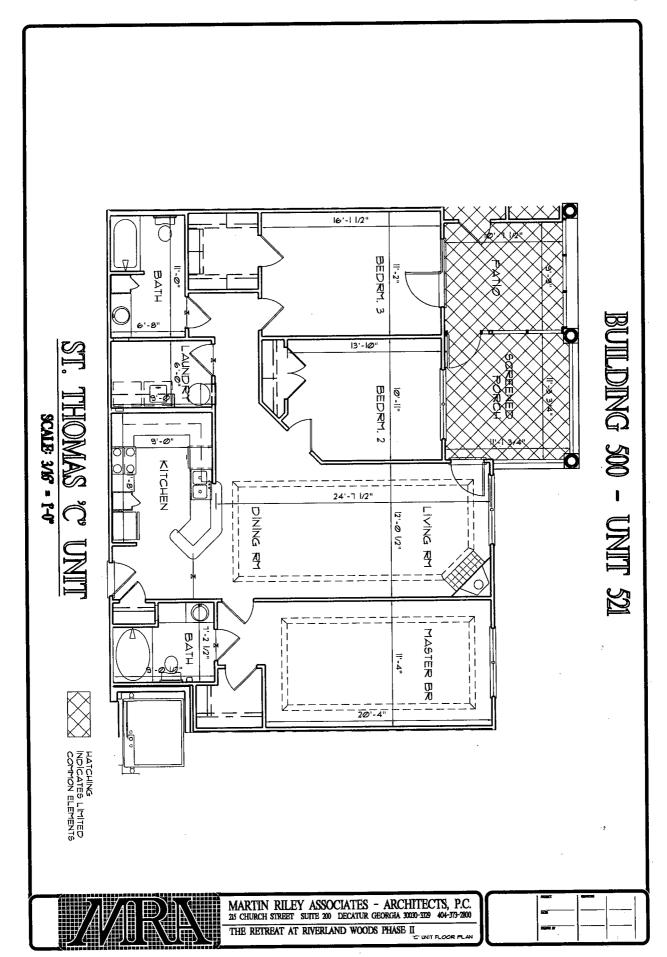
MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUITE 200 DECATUR GEORGIA 20020-2029 404-373-2800

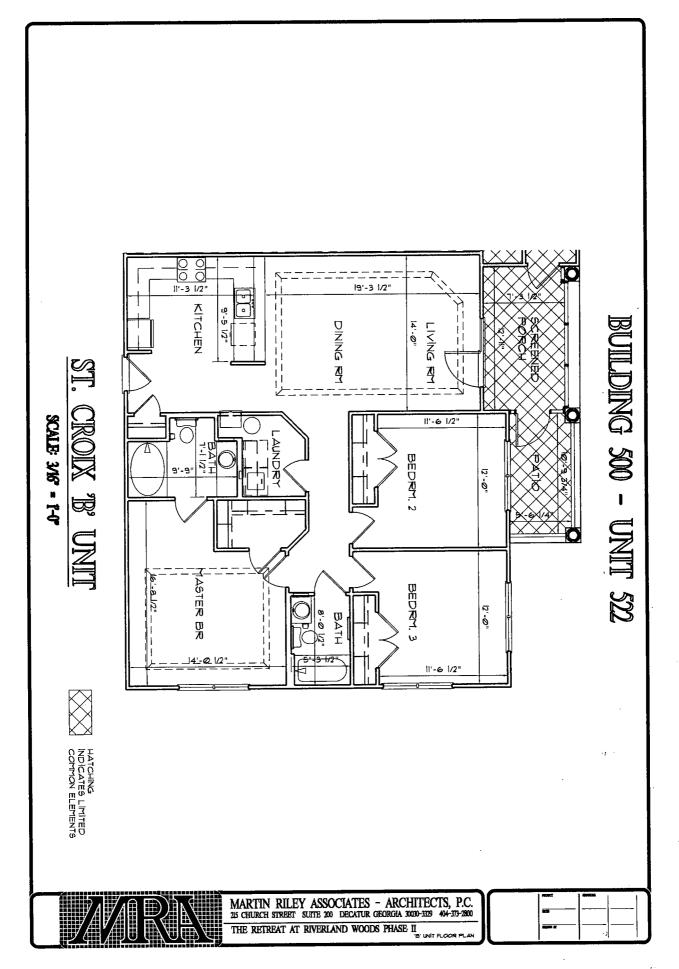


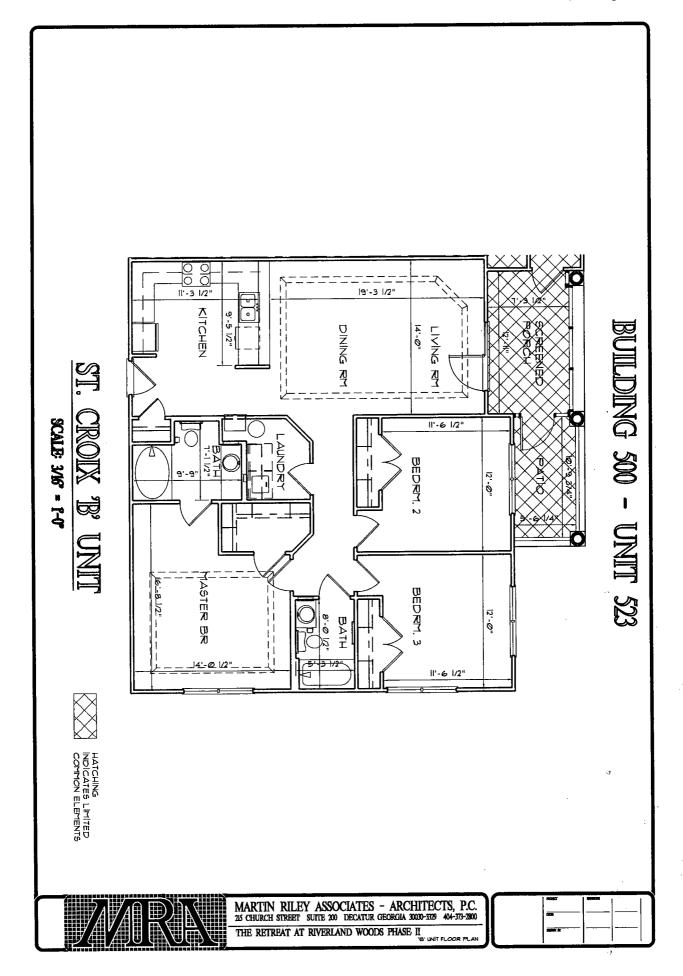


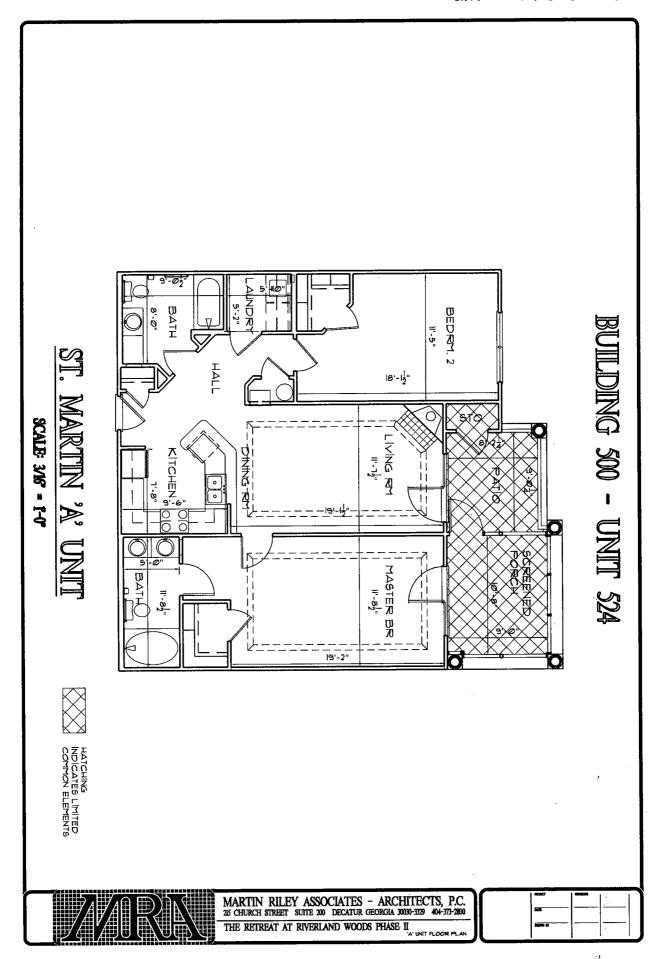


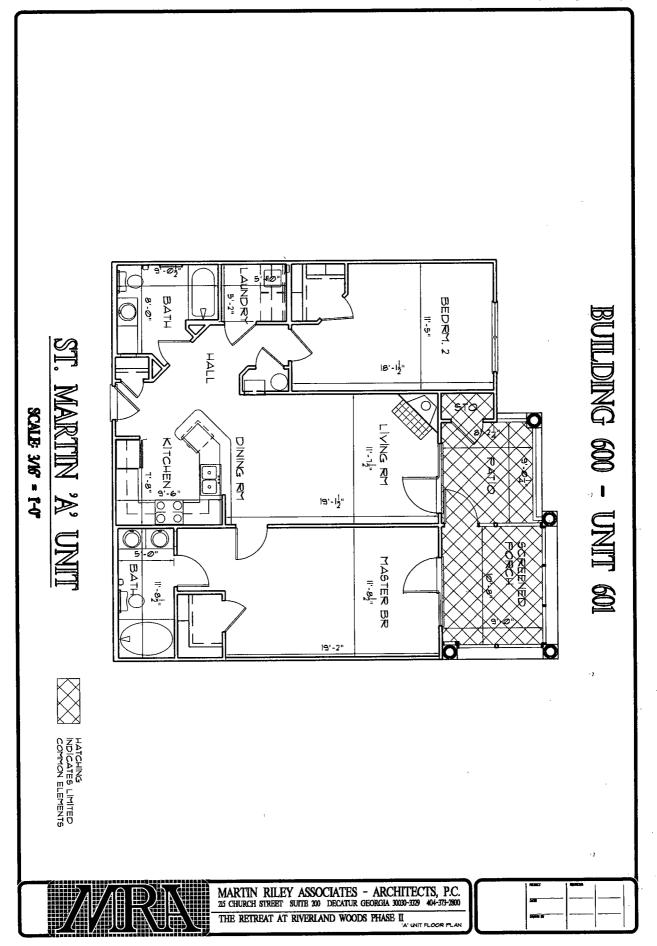


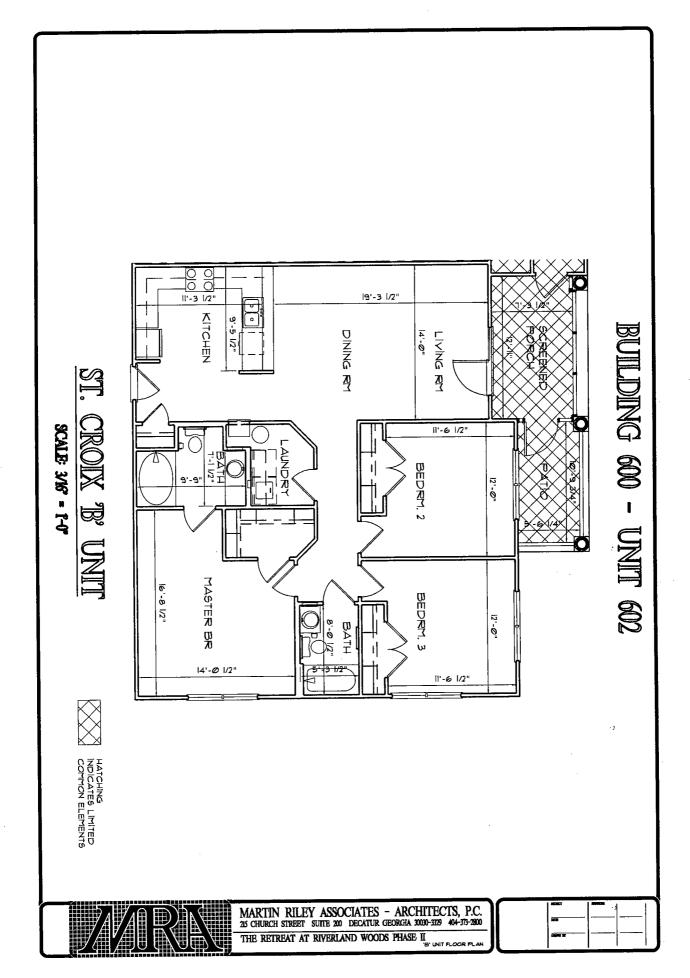


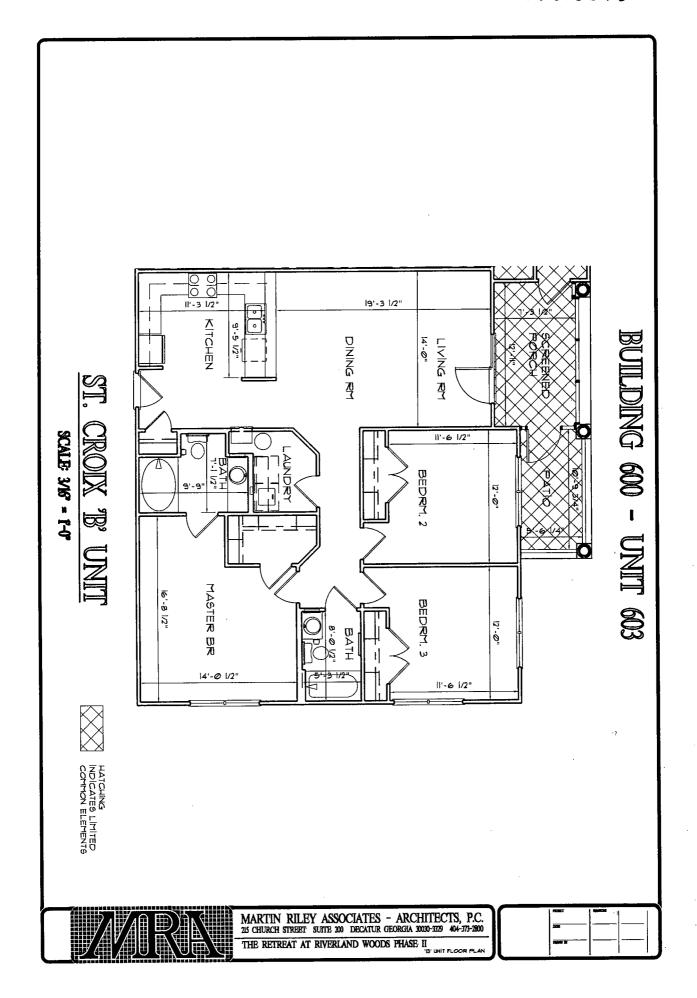


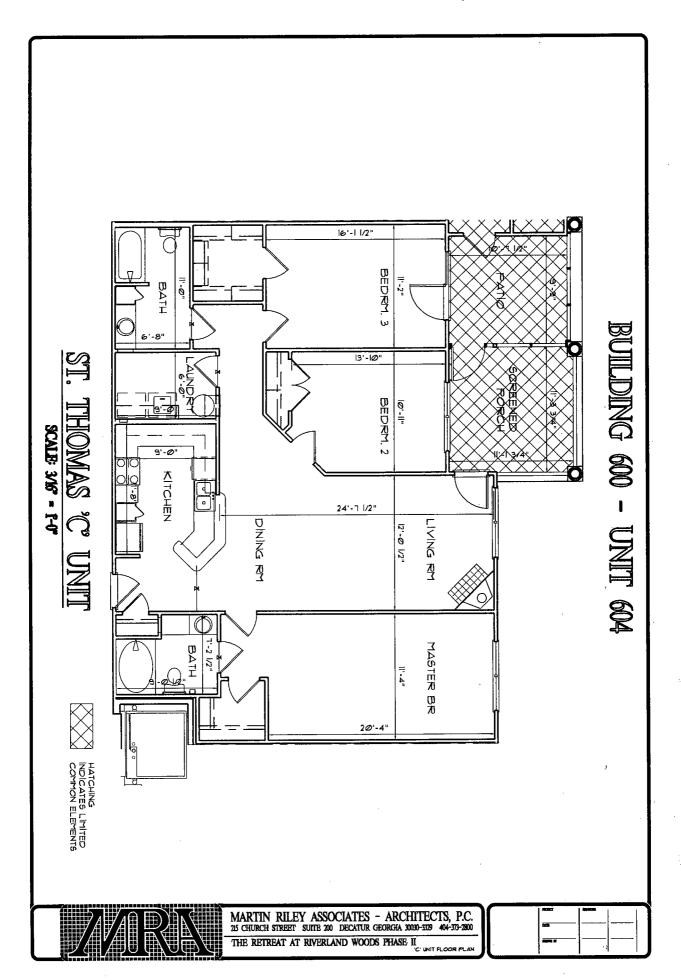


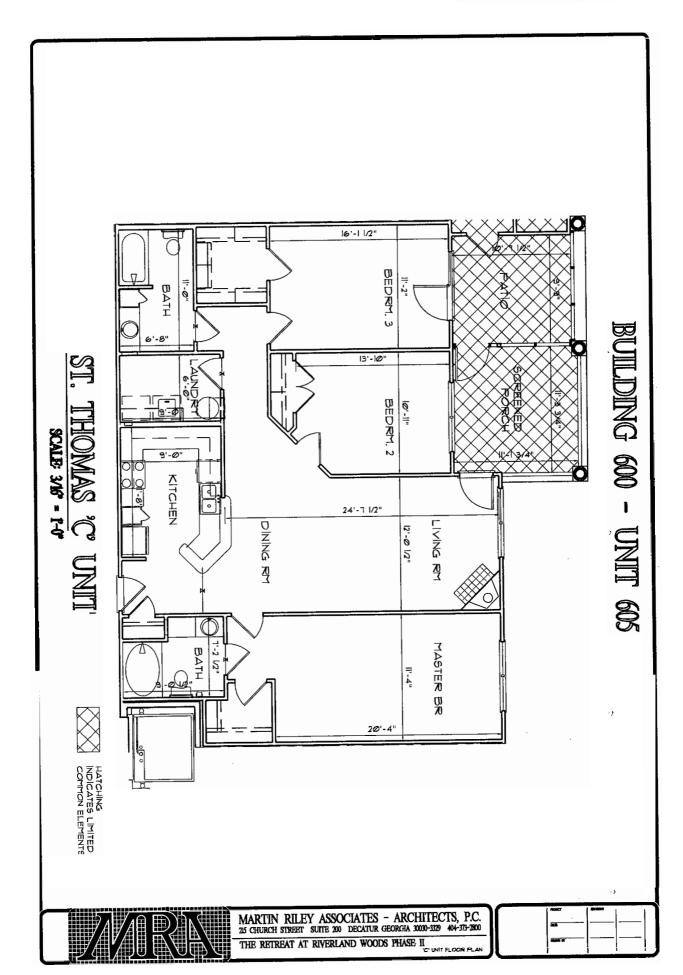


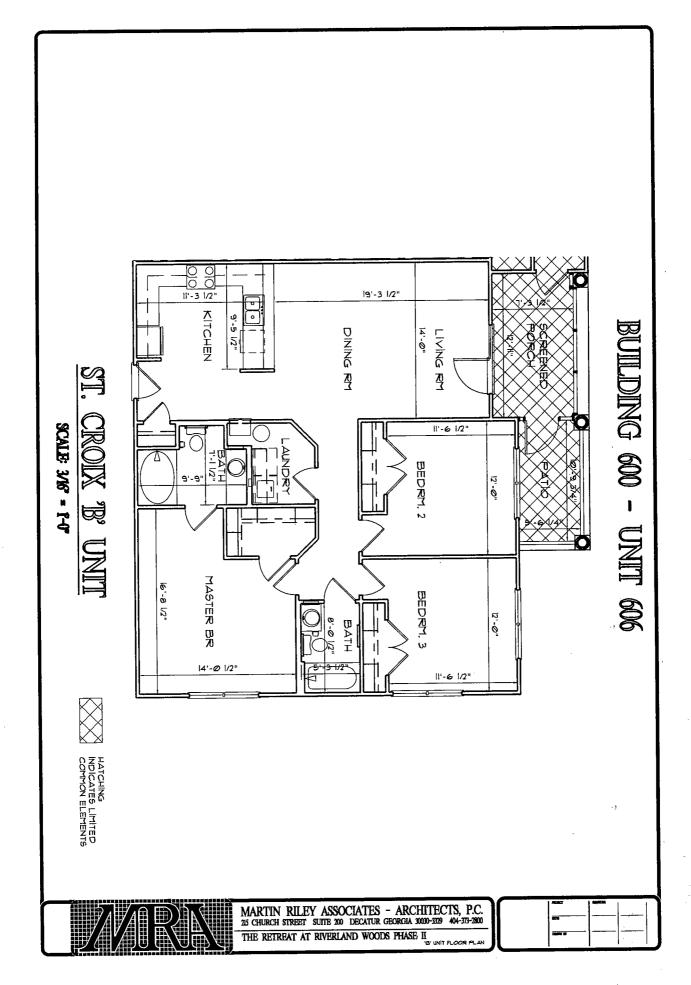


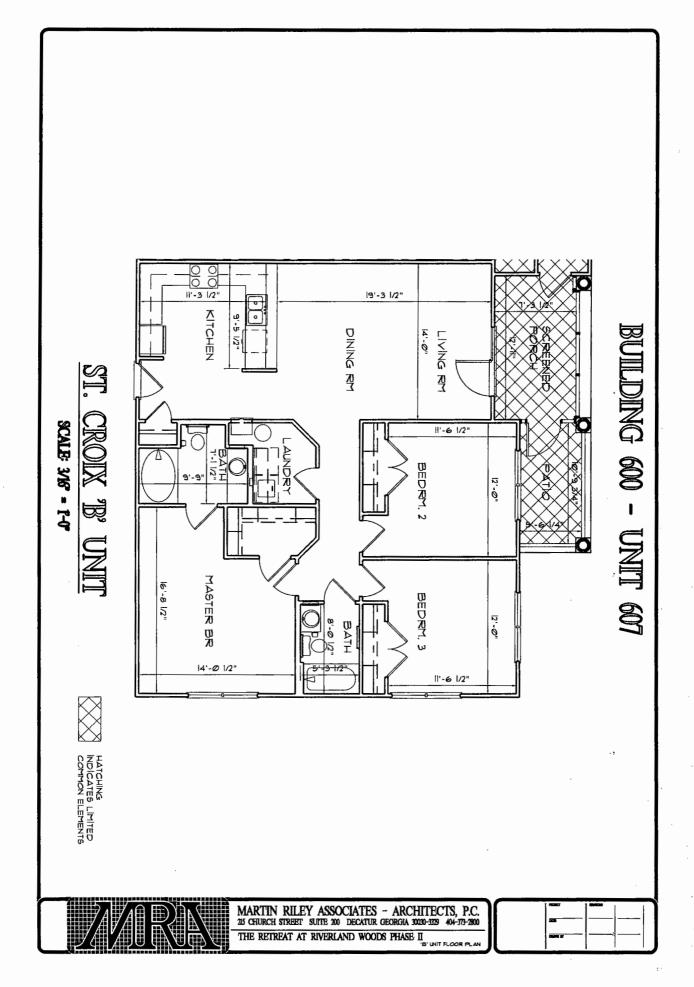


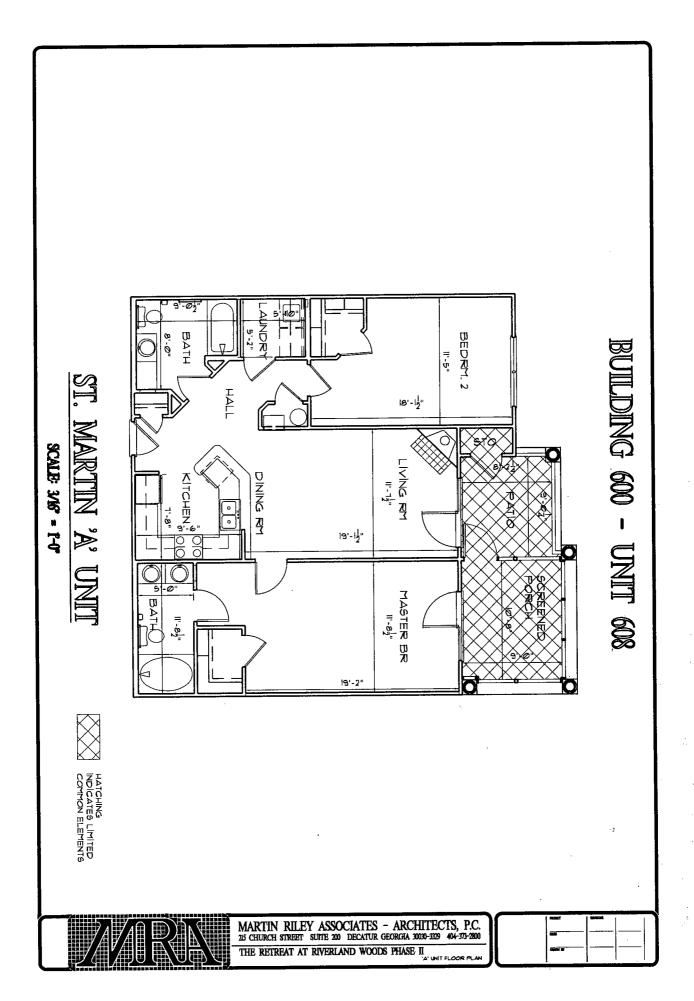


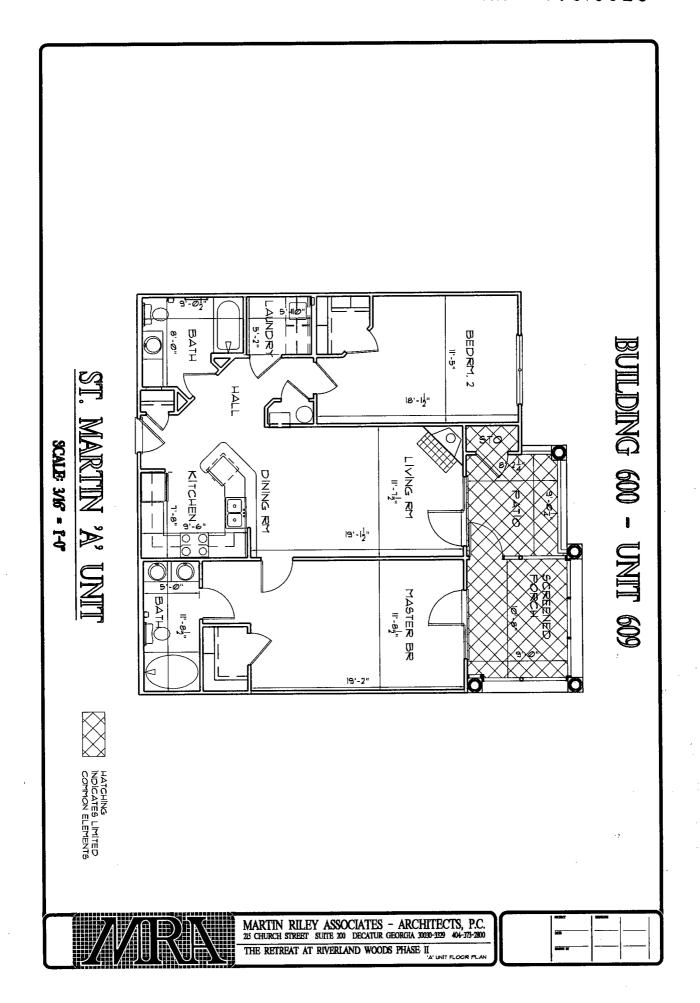


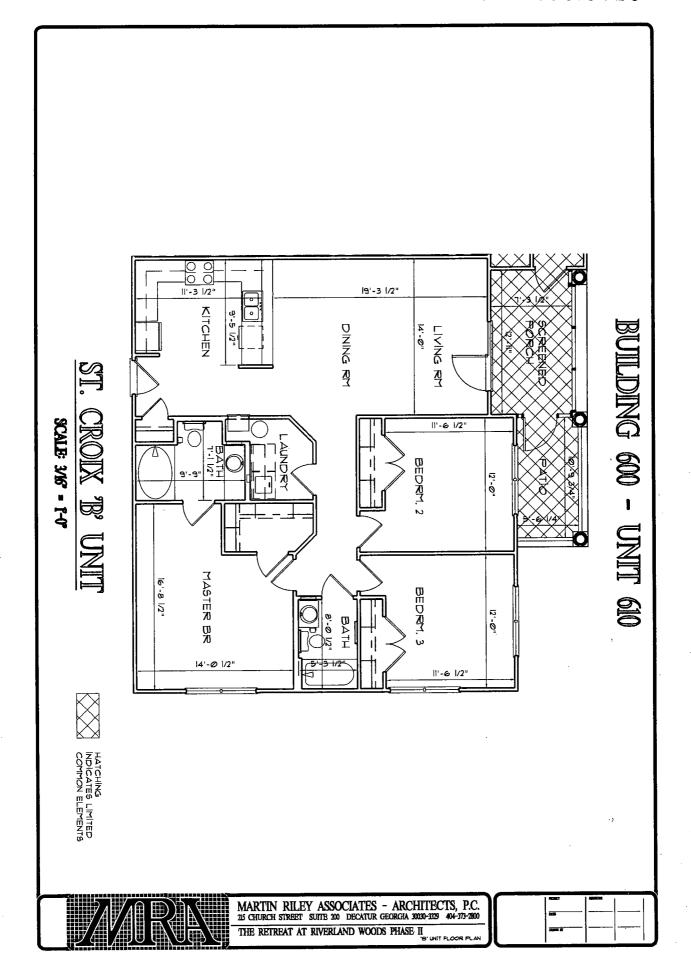


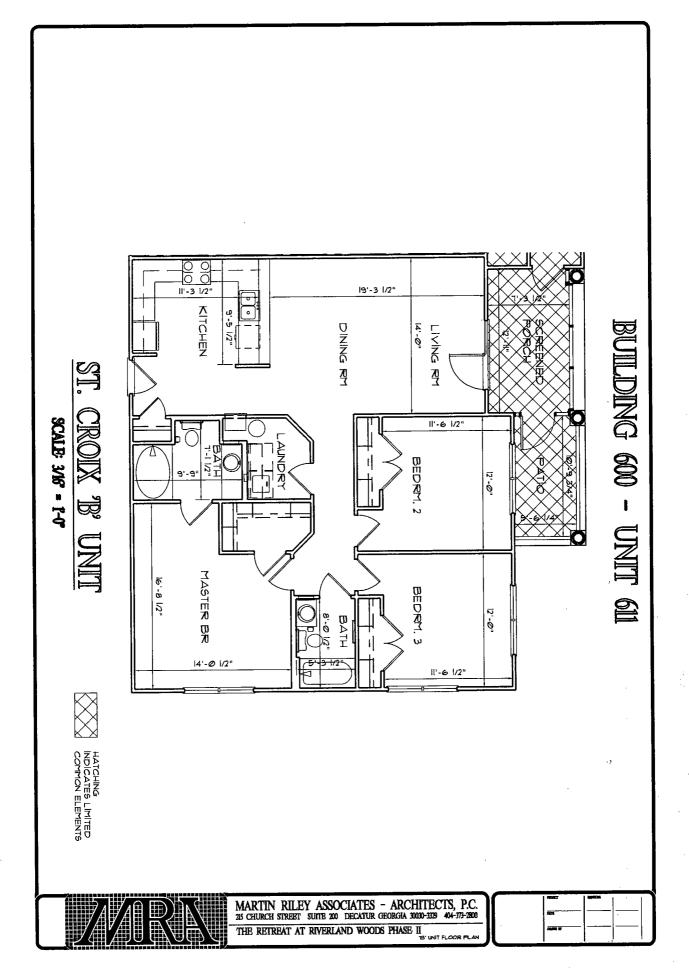


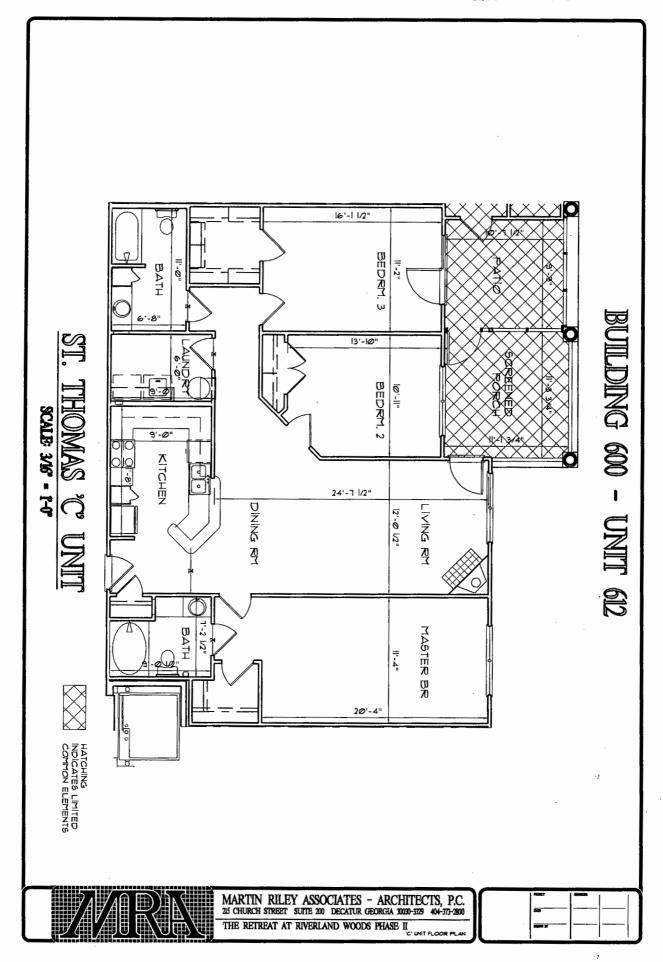


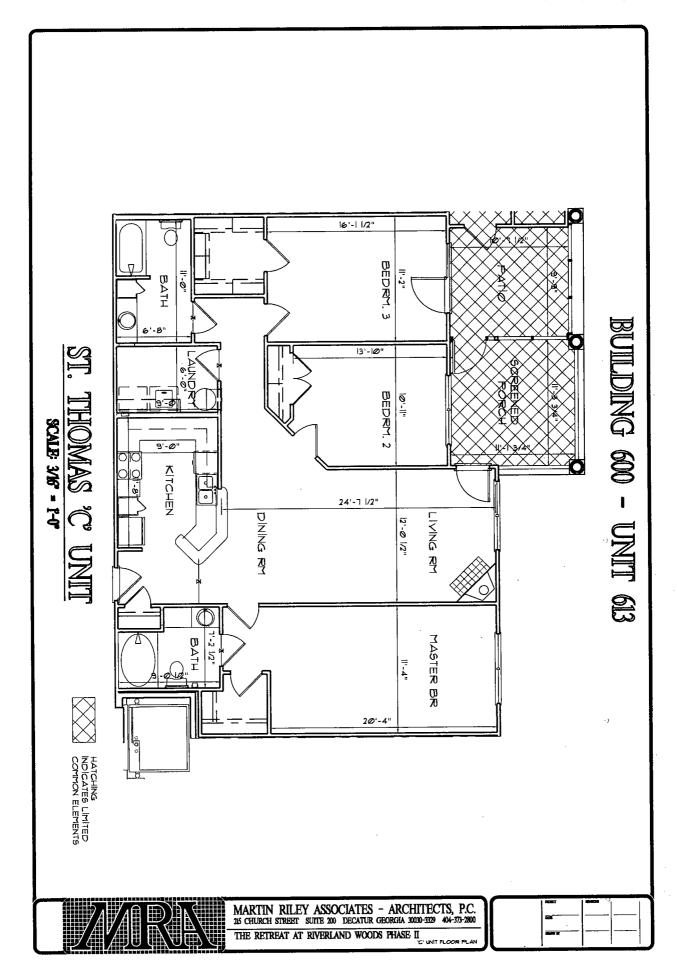


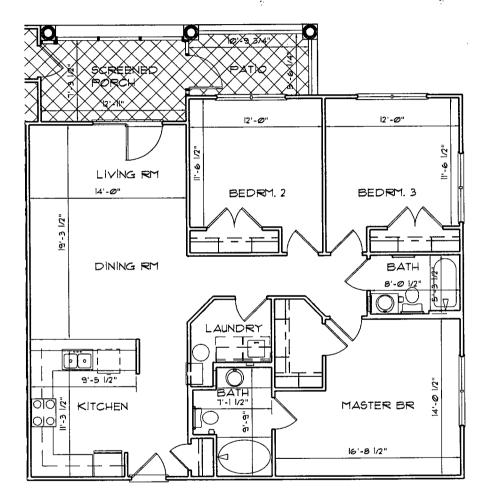










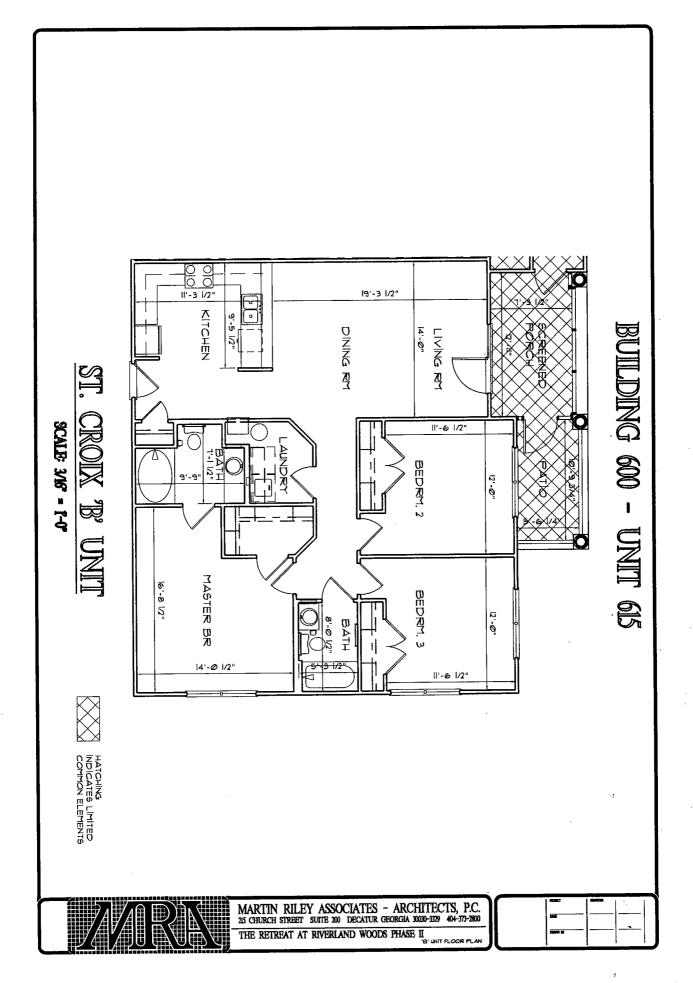


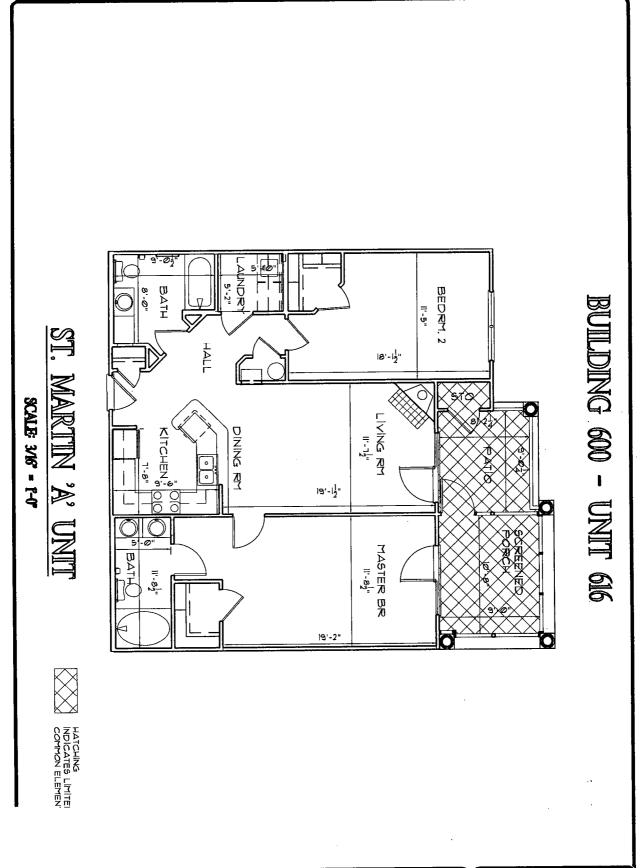
<u>ST. CROIX B' UNIT</u>

SCALE: 3/16" = 1'-0"



HATCHING INDICATES LIMITED COMMON ELEMENTS

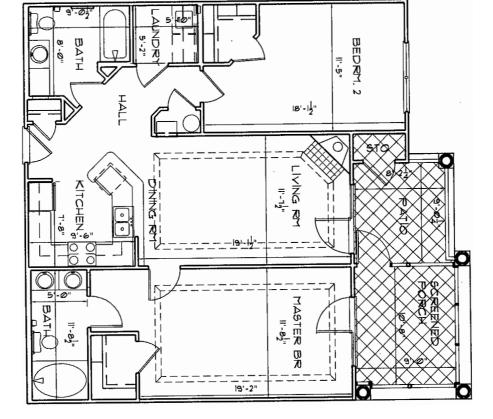




MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUITE 200 DECATUR GEORGIA 20030-3229 404-373-2800

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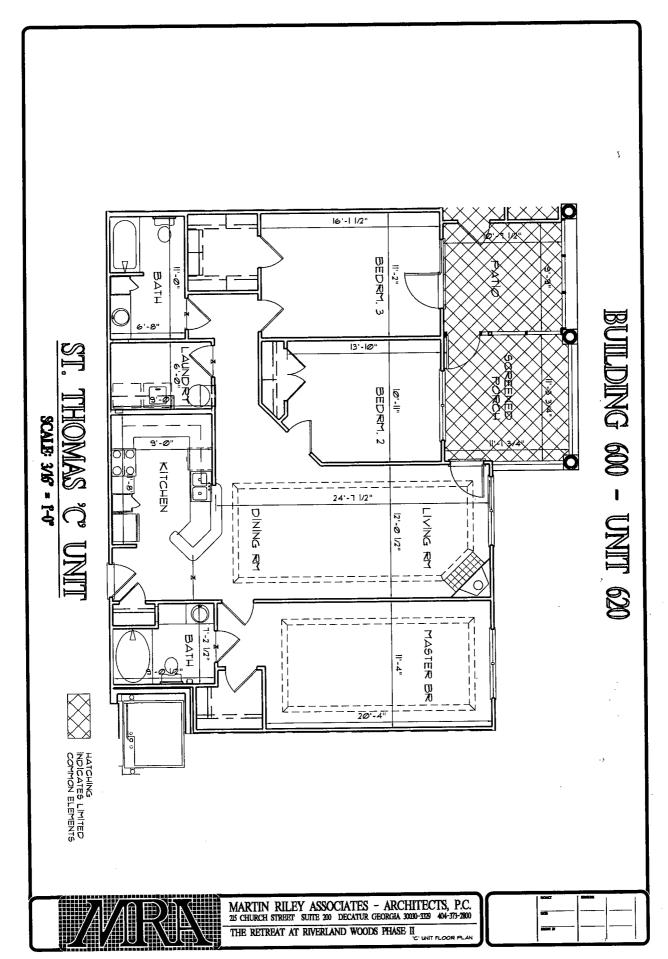
ST. MARTIN 'A' UNIT' SCALE: 3/6 - 1-0

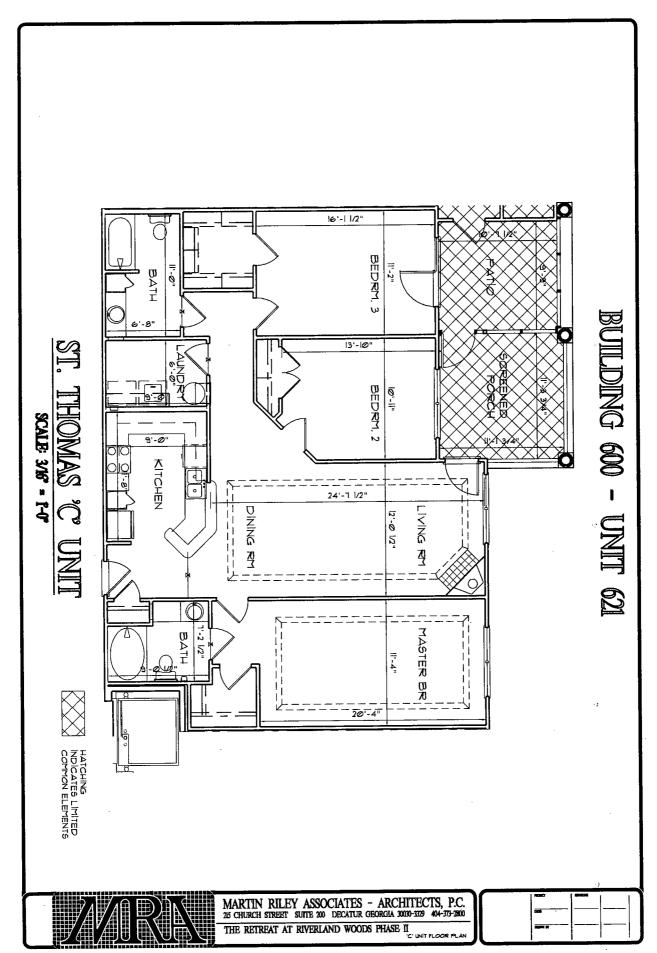


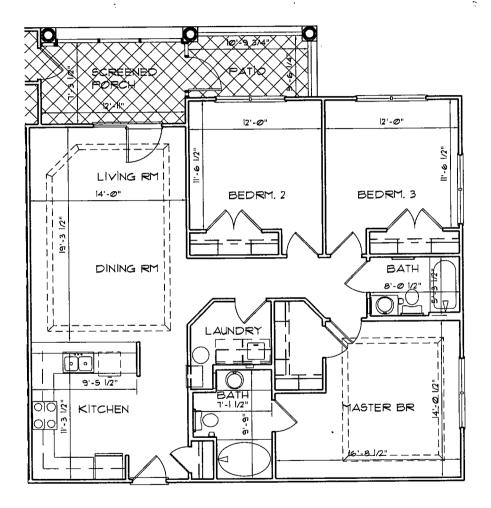
HATCHING INDICATES LIMITED COMMON ELEMENTS



MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUITE 200 DECATUR GEORGIA 20020-2129 404-373-2800





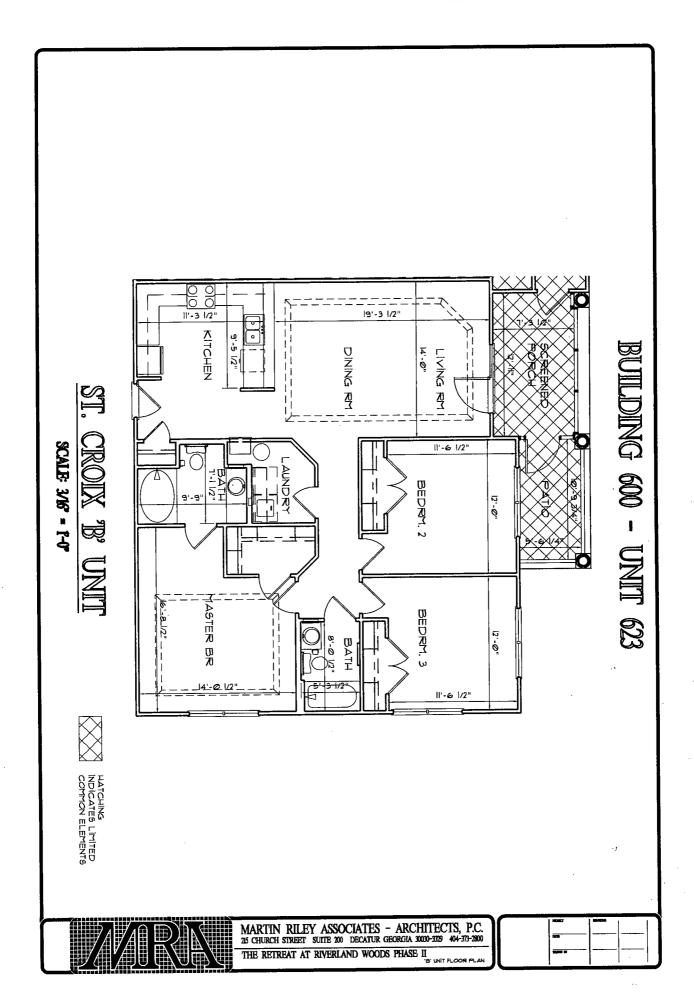


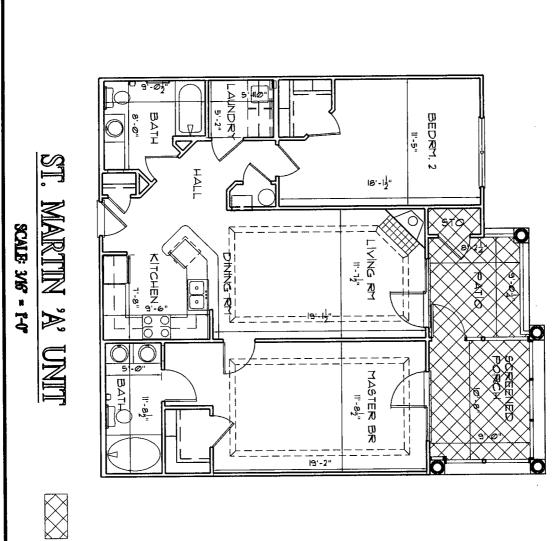
ST. CROIX 'B' UNIT

SCALE: 3/16" = 1-0"



HATCHING INDICATES LIMITED COMMON ELEMENTS MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 215 CHURCH STREET SUTHS 200 DECATUR GEORGA 2000-2230 404-217-2300 THE RETREAT AT RIVERIAND WOODS PHASE. 129 UNIT FLOOR PLAN





HATCHING INDICATES LIMITED COMMON ELEMENTS



MARTIN RILEY ASSOCIATES - ARCHITECTS, P.C. 26 CHURCH STREET SUITE 200 DECATUR GEORGIA 20020-3229 404-373-2800

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EXHIBIT D

Schedule of Unit Value, Percentage Interests

Type A: St. Martin, which is a two bedroom villa (1,058 sf) valued at \$123,000

Type B: St. James, which is a three bedroom villa (1,440 sf) valued at \$140,000

Type C: St. Croix, which is a two bedroom villa with study (1,290 sf) valued at \$137,000

Туре	Unit #	Value	Phase 1	Туре	Unit #	Value	Phase 1 & 2
A	101	\$123,000	1.2654%	A	101	\$123,000	0.6327%
В	102	\$140,000	1.4403%	В	102	\$140,000	0.7202%
В	103	\$140,000	1.4403%	В	103	\$140,000	0.7202%
С	104	\$137,000	1.4095%	C	104	\$137,000	0.7047%
С	105	\$137,000	1.4095%	C	105	\$137,000	0.7047%
В	106	\$140,000	1.4403%	В	106	\$140,000	0.7202%
В	107	\$140,000	1.4403%	В	107	\$140,000	0.7202%
Α	108	\$123,000	1.2654%	Α	108	\$123,000	0.6327%
Α	109	\$123,000	1.2654%	Α	109	\$123,000	0.6327%
В	110	\$140,000	1.4403%	В	110	\$140,000	0.7202%
В	111	\$140,000	1.4403%	В	111	\$140,000	0.7202%
C	112	\$137,000	1.4095%	C	112	\$137,000	0.7047%
С	113	\$137,000	1.4095%	C	113	\$137,000	0.7047%
В	114	\$140,000	1.4403%	В	114	\$140,000	0.7202%
В	115	\$140,000	1.4403%	В	115	\$140,000	0.7202%
Α	116	\$123,000	1.2654%	Α	116	\$123,000	0.6327%
Α	117	\$123,000	1.2654%	Α	117	\$123,000	0.6327%
В	118	\$140,000	1.4403%	В	118	\$140,000	0.7202%
В	119	\$140,000	1.4403%	В	119	\$140,000	0.7202%
С	120	\$137,000	1.4095%	C	120	\$137,000	0.7047%
C	121	\$137,000	1.4095%	C	121	\$137,000	0.7047%
В	122	\$140,000	1.4403%	В	122	\$140,000	0.7202%
В	123	\$140,000	1.4403%	В	123	\$140,000	0.7202%
Α	124	\$123,000	1.2654%	Α	124	\$123,000	0.6327%
Α	201	\$123,000	1.2654%	Α	201	\$123,000	0.6327%
В	202	\$140,000	1.4403%	В	202	\$140,000	0.7202%
В	203	\$140,000	1.4403%	В	203	\$140,000	0.7202%
C	204	\$137,000	1.4095%	C	204	\$137,000	0.7047%
C	205	\$137,000	1.4095%	C	205	\$137,000	0.7047%
В	206	\$140,000	1.4403%	В	206	\$140,000	0.7202%
В	207	\$140,000	1.4403%	В	207	\$140,000	0.7202%
Α	208	\$123,000	1.2654%	Α	208	\$123,000	0.6327%
Α	209	\$123,000	1.2654%	Α	209	\$123,000	0.6327%
В	210	\$140,000	1.4403%	В	210	\$140,000	0.7202%

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THE RETREAT EXHIBIT "D"

PERCENTAGE OWNERSHIP

			•	ERCENTICE			
В	211	\$140,000	1.4403%	В	211	\$140,000	0.7202%
С	212	\$137,000	1.4095%	С	212	\$137,000	0.7047%
С	213	\$137,000	1.4095%	C	213	\$137,000	0.7047%
В	214	\$140,000	1.4403%	В	214	\$140,000	0.7202%
В	215	\$140,000	1.4403%	В	215	\$140,000	0.7202%
Ā	216	\$123,000	1.2654%	Α	216	\$123,000	0.6327%
A	217	\$123,000	1.2654%	Α	217	\$123,000	0.6327%
В	218	\$140,000	1.4403%	В	218	\$140,000	0.7202%
В	219	\$140,000	1.4403%	В	219	\$140,000	0.7202%
C	220	\$137,000	1.4095%	C	220	\$137,000	0.7047%
C	221	\$137,000	1.4095%	C	221	\$137,000	0.7047%
В	222	\$140,000	1.4403%	В	222	\$140,000	0.7202%
В	223	\$140,000	1.4403%	В	223	\$140,000	0.7202%
A	224	\$123,000	1.2654%	Α	224	\$123,000	0.6327%
A	301	\$123,000	1.2654%	Α	301	\$123,000	0.6327%
В	302	\$140,000	1.4403%	В	302	\$140,000	0.7202%
В	303	\$140,000	1.4403%	В	303	\$140,000	0.7202%
Ċ	304	\$137,000	1.4095%	C	304	\$137,000	0.7047%
Č	305	\$137,000	1.4095%	C	305	\$137,000	0.7047%
В	306	\$140,000	1.4403%	В	306	\$140,000	0.7202%
В	307	\$140,000	1.4403%	В	307	\$140,000	0.7202%
A	308	\$123,000	1.2654%	A	308	\$123,000	0.6327%
A	309	\$123,000	1.2654%	A	309	\$123,000	0.6327%
В	310	\$140,000	1.4403%	В	310	\$140,000	0.7202%
В	311	\$140,000	1.4403%	В	311	\$140,000	0.7202%
C	312	\$137,000	1.4095%	С	312	\$137,000	0.7047%
Č	313	\$137,000	1.4095%	С	313	\$137,000	0.7047%
В	314	\$140,000	1.4403%	В	314	\$140,000	0.7202%
В	315	\$140,000	1.4403%	В	315	\$140,000	0.7202%
A	316	\$123,000	1.2654%	Α	316	\$123,000	0.6327%
A	317	\$123,000	1.2654%	Α	317	\$123,000	0.6327%
В	318	\$140,000	1.4403%	В	318	\$140,000	0.7202%
В	319	\$140,000	1.4403%	В	319	\$140,000	0.7202%
C	320	\$137,000	1.4095%	$\overset{-}{\mathbf{C}}$	320	\$137,000	0.7047%
$\overset{\circ}{\mathbf{c}}$	321	\$137,000	1.4095%	C	321	\$137,000	0.7047%
В	322	\$140,000	1.4403%	В	322	\$140,000	0.7202%
В	323	\$140,000	1.4403%	В	323	\$140,000	0.7202%
A	324	\$123,000	1.2654%	A	324	\$123,000	0.6327%
<i>I</i> L	324	Ψ123,000		A	401	\$123,000	0.6327%
als for Phase 1		\$9,720,000	100.0000%	В	402	\$140,000	0.7202%
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THE RETREAT EXHIBIT "D" PERCENTAGE OWNERSHIP

В	403	\$140,000	0.7202%
C	404	\$137,000	0.7047%
С	405	\$137,000	0.7047%
В	406	\$140,000	0.7202%
В	407	\$140,000	0.7202%
Α	408	\$123,000	0.6327%
Α	409	\$123,000	0.6327%
В	410	\$140,000	0.7202%
В	411	\$140,000	0.7202%
C	412	\$137,000	0.7047%
C	413	\$137,000	0.7047%
В	414	\$140,000	0.7202%
В	415	\$140,000	0.7202%
Α	416	\$123,000	0.6327%
Α	417	\$123,000	0.6327%
В	418	\$140,000	0.7202%
В	419	\$140,000	0.7202%
C	420	\$137,000	0.7047%
C	421	\$137,000	0.7047%
В	422	\$140,000	0.7202%
В	423	\$140,000	0.7202%
Α	424	\$123,000	0.6327%
Α	501	\$123,000	0.6327%
В	502	\$140,000	0.7202%
В	503	\$140,000	0.7202%
С	504	\$137,000	0.7047%
C	505	\$137,000	0.7047%
В	506	\$140,000	0.7202%
В	507	\$140,000	0.7202%
Α	508	\$123,000	0.6327%
Α	509	\$123,000	0.6327%
В	510	\$140,000	0.7202%
В	511	\$140,000	0.7202%
C	512	\$137,000	0.7047%
С	513	\$137,000	0.7047%
В	514	\$140,000	0.7202%
В	515	\$140,000	0.7202%
Α	516	\$123,000	0.6327%
Α	517	\$123,000	0.6327%
В	518	\$140,000	0.7202%

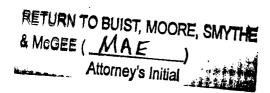
475PG645

EXHIBIT "D"					
PERCENTAGE OWNERSHIP					
В	519	\$140,000	0.7202%		
С	520	\$137,000	0.7047%		
С	521	\$137,000	0.7047%		
В	522	\$140,000	0.7202%		
В	523	\$140,000	0.7202%		
Α	524	\$123,000	0.6327%		
Α	601	\$123,000	0.6327%		
В	602	\$140,000	0.7202%		
В	603	\$140,000	0.7202%		
C	604	\$137,000	0.7047%		
C	605	\$137,000	0.7047%		
В	606	\$140,000	0.7202%		
В	607	\$140,000	0.7202%		
Α	608	\$123,000	0.6327%		
Α	609	\$123,000	0.6327%		
В	610	\$140,000	0.7202%		
В	611	\$140,000	0.7202%		
C	612	\$137,000	0.7047%		
C	613	\$137,000	0.7047%		
В	614	\$140,000	0.7202%		
В	615	\$140,000	0.7202%		
Α	616	\$123,000	0.6327%		
Α	617	\$123,000	0.6327%		
В	618	\$140,000	0.7202%		
В	619	\$140,000	0.7202%		
C	620	\$137,000	0.7047%		
C	621	\$137,000	0.7047%		
В	622	\$140,000	0.7202%		
В	623	\$140,000	0.7202%		
Α	624	\$123,000	0.6327%		
Totals for Phase 1 & 2		\$19,440,000	100.0000%		

THE RETREAT

RECORDER'S PAGE

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BKH 475PG646

Recording	124/20
Fee	19 7.00
State	
Fee	
County	
Fee	
Postage	······································
	12400
TOTAL	10) 1. VOL

FILED H475-528 2003 NOV 13 AM 10: 29 YBRAND REGISTER CHARLESTON COUNTY SC

DECENEOUS CENEDELL

DEC 09 2003